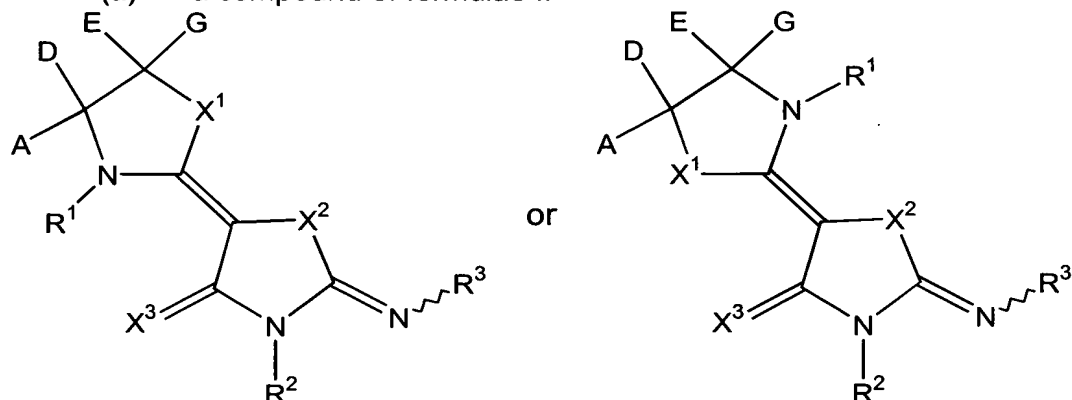


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IN THE CLAIMS:

1. (Currently amended) A pharmaceutical composition, comprising:
 (a) a compound of formulae I:



or a pharmaceutically acceptable derivative thereof, wherein:

A, D, E and G are selected from (i) or (ii) as follows:

(i) A and G are each independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, substituted or unsubstituted heteroarylium, substituted or unsubstituted heteroaryliumalkyl, halo, pseudohalo, OR¹⁰, SR¹⁰, S(=O)R¹³, S(=O)₂R¹³, NR¹¹R¹² and C(=J)R¹³, or A and G together form substituted or unsubstituted alkylene, substituted or unsubstituted azaalkylene, substituted or unsubstituted oxaalkylene, substituted or unsubstituted thiaalkylene, substituted or unsubstituted alkenylene, substituted or unsubstituted alkynylene, substituted or unsubstituted 1,3-butadienylene, substituted or unsubstituted 1-aza-1,3-butadienylene, or substituted or unsubstituted 2-aza-1,3-butadienylene;

D and E are each independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, halo and pseudohalo or D and E together form a bond; or

(ii) A and D; or E and G; together form substituted or unsubstituted alkylene, substituted or unsubstituted azaalkylene, substituted or unsubstituted oxaalkylene, or substituted or unsubstituted thiaalkylene; and the others of A, D, E and G are selected as in (i);

X¹ and X² are each independently selected from O, S, S(=O), S(=O)₂, Se, NR⁵, CR⁶R⁷ and CR⁸=CR⁹;

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X^3 is O, S, Se, NR^5 or CR^6R^7 ;

R^1 and R^2 are each independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, substituted or unsubstituted heteroarylium, substituted or unsubstituted heteroaryliumalkyl, OR^{10} , SR^{10} , $S(=O)R^{13}$, $S(=O)_2R^{13}$, $NR^{11}R^{12}$ and $C(=J)R^{13}$;

R^3 is hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted heteroarylium, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, substituted or unsubstituted heteroaryliumalkyl, OR^{10} , SR^{10} , $S(=O)R^{13}$, $S(=O)_2R^{13}$, $NR^{11}R^{12}$ and $C(=J)R^{13}$; where

R^5 , R^6 , R^7 , R^8 and R^9 are each independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, halo, pseudohalo, OR^{10} , $NR^{14}R^{15}$ and $C(=J)R^{13}$;

R^{10} , R^{11} and R^{12} are each independently hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl or $C(=J)R^{13}$;

J is O, S or NR^{14} ;

R^{13} is selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, pseudohalo, OR^{16} and $NR^{14}R^{15}$;

R^{14} , R^{15} and R^{16} are each independently selected from hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, heterocyclyl, cycloalkylalkyl, heterocyclalkyl, aryl, heteroaryl, aralkyl and heteroaralkyl;

where the alkyl, alkenyl, alkynyl, cycloalkyl, heterocyclyl, cycloalkylalkyl, heterocyclalkyl, aryl, heteroaryl, heteroarylium, aralkyl, heteroaralkyl and heteroaryliumalkyl moieties of A, D, E, G, R^1 , R^2 , R^3 , R^5 , R^6 , R^7 , R^8 , R^9 , R^{10} , R^{11} , R^{12} and R^{13} are unsubstituted or substituted with one or more substituents each independently selected from Q^1 , where Q^1 is halo, pseudohalo, hydroxy, oxo, thia, nitrile, nitro, formyl, mercapto, hydroxycarbonyl, hydroxycarbonylalkyl, alkyl,

haloalkyl, polyhaloalkyl, aminoalkyl, diaminoalkyl, alkenyl containing 1 to 2 double bonds, alkynyl containing 1 to 2 triple bonds, cycloalkyl, cycloalkylalkyl, heterocyclyl, heterocyclylalkyl, aryl, heteroaryl, aralkyl, aralkenyl, aralkynyl, heteroarylalkyl, trialkylsilyl, dialkylarylsilyl, alkyl diarylsilyl, triarylsilyl, alkylidene, arylalkylidene, alkylcarbonyl, arylcarbonyl, heteroarylcarbonyl, alkoxycarbonyl, alkoxycarbonylalkyl, aryloxy carbonyl, aryloxy carbonylalkyl, aralkoxycarbonyl, aralkoxycarbonylalkyl, arylcarbonylalkyl, aminocarbonyl, alkylaminocarbonyl, dialkylaminocarbonyl, arylaminocarbonyl, diarylaminocarbonyl, arylalkylaminocarbonyl, alkoxy, aryloxy, heteroaryloxy, heteroaralkoxy, heterocyclyloxy, cycloalkoxy, perfluoroalkoxy, alkenyloxy, alkynyloxy, aralkoxy, alkylcarbonyloxy, arylcarbonyloxy, aralkylcarbonyloxy, alkoxycarbonyloxy, aryloxy carbonyloxy, aralkoxycarbonyloxy, aminocarbonyloxy, alkylaminocarbonyloxy, dialkylaminocarbonyloxy, alkylarylaminocarbonyloxy, diarylaminocarbonyloxy, guanidino, isothioureido, ureido, N-alkylureido, N-arylureido, N'-alkylureido, N',N'-dialkylureido, N'-alkyl-N'-arylureido, N',N'-diarylureido, N'-arylureido, N,N'-dialkylureido, N-alkyl-N'-arylureido, N-aryl-N'-alkylureido, N,N'-diarylureido, N,N',N'-trialkylureido, N,N'-dialkyl-N'-arylureido, N-alkyl-N',N'-diarylureido, N-aryl-N',N'-dialkylureido, N,N'-diaryl-N'-alkylureido, N,N',N'-trialkylureido, amidino, alkylamidino, arylamidino, imino, hydroxyimino, alkoxyimino, aryloxyimino, aralkoxyimino, alkylazo, arylazo, aralkylazo, aminothiocarbonyl, alkylaminothiocarbonyl, arylaminothiocarbonyl, amino, aminoalkyl, alkylaminoalkyl, dialkylaminoalkyl, arylaminoalkyl, diarylaminoalkyl, alkylarylaminominoalkyl, alkylamino, dialkylamino, haloalkylamino, arylamino, diarylamino, alkylarylamino, alkylcarbonylamino, alkoxycarbonylamino, aralkoxycarbonylamino, arylcarbonylamino, arylcarbonylaminoalkyl, aryloxy carbonylamino, aryloxy carbonylamino, alkylsulfonylamino, arylsulfonylamino, heteroarylsulfonylamino, heterocyclylsulfonylamino, heteroarylthio, azido, $-N^+R^{51}R^{52}R^{53}$, $P(R^{50})_2$, $P(=O)(R^{50})_2$, $OP(=O)(R^{50})_2$, $-NR^{60}C(=O)R^{63}$, dialkylphosphonyl, alkylarylphosphonyl, diarylphosphonyl, hydroxyphosphonyl, alkylthio, arylthio, perfluoroalkylthio, hydroxycarbonylalkylthio, thiocyno, isothiocyano, alkylsulfinyloxy, alkylsulfonyloxy, arylsulfinyloxy, arylsulfonyloxy, hydroxysulfonyloxy, alkoxysulfonyloxy, aminosulfonyloxy, alkylaminosulfonyloxy, dialkylaminosulfonyloxy, arylaminosulfonyloxy, diarylaminosulfonyloxy, alkylarylaminosulfonyloxy, alkylsulfinyl, alkylsulfonyl, arylsulfinyl, arylsulfonyl, hydroxysulfonyl, alkoxysulfonyl, aminosulfonyl, alkylaminosulfonyl, dialkylaminosulfonyl, arylaminosulfonyl, diarylaminosulfonyl or alkylarylaminosulfonyl; or two Q^1 groups, which substitute atoms in a 1,2 or 1,3 arrangement, together form alkylenedioxy, thioalkylenoxy or alkylenedithioxy where y is 1 or 2; or two Q^1 groups, which substitute the same atom, together form alkylene; and

each Q^1 is independently unsubstituted or substituted with one or more substituents each independently selected from Q^2 ;

each Q^2 is independently halo, pseudohalo, hydroxy, oxo, thia, nitrile, nitro, formyl, mercapto, hydroxycarbonyl, hydroxycarbonylalkyl, alkyl, haloalkyl, polyhaloalkyl, aminoalkyl, diaminoalkyl, alkenyl containing 1 to 2 double bonds, alkynyl containing 1 to 2 triple bonds, cycloalkyl, cycloalkylalkyl, heterocyclyl, heterocyclylalkyl, aryl, heteroaryl, aralkyl, aralkenyl, aralkynyl, heteroarylalkyl, trialkylsilyl, dialkylarylsilyl, alkyl diarylsilyl, triarylsilyl, alkylidene, arylalkylidene, alkylcarbonyl, arylcarbonyl, heteroarylcarbonyl, alkoxycarbonyl, alkoxycarbonylalkyl, aryloxy carbonyl, aryloxy carbonylalkyl, aralkoxycarbonyl, aralkoxycarbonylalkyl,

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arylcarbonylalkyl, aminocarbonyl, alkylaminocarbonyl, dialkylaminocarbonyl, arylaminocarbonyl, diarylaminocarbonyl, arylalkylaminocarbonyl, alkoxy, aryloxy, heteroaryloxy, heteroaralkoxy, heterocycloxy, cycloalkoxy, perfluoroalkoxy, alkenyloxy, alkynyloxy, aralkoxy, alkylcarbonyloxy, arylcarbonyloxy, aralkylcarbonyloxy, alkoxycarbonyloxy, aryloxycarbonyloxy, aralkoxycarbonyloxy, aminocarbonyloxy, alkylaminocarbonyloxy, dialkylaminocarbonyloxy, alkylarylaminocarbonyloxy, diarylaminocarbonyloxy, guanidino, isothioureido, ureido, N-alkylureido, N-arylureido, N'-alkylureido, N',N'-dialkylureido, N'-alkyl-N'-arylureido, N',N'-diarylureido, N'-arylureido, N,N'-dialkylureido, N-alkyl-N'-arylureido, N-aryl-N'-alkylureido, N,N'-diarylureido, N,N',N'-trialkylureido, N,N'-dialkyl-N'-arylureido, N-alkyl-N',N'-diarylureido, N-aryl-N',N'-dialkylureido, N,N'-diaryl-N'-alkylureido, N,N',N'-triarylureido, amidino, alkylamidino, arylamidino, aminothiocabonyl, alkylaminothiocabonyl, arylaminothiocabonyl, amino, aminoalkyl, alkylaminoalkyl, dialkylaminoalkyl, arylaminoalkyl, diarylaminoalkyl, alkylarylaminoalkyl, alkylamino, dialkylamino, haloalkylamino, arylamino, diarylamino, alkylarylamino, alkylcarbonylamino, alkoxycarbonylamino, aralkoxycarbonylamino, arylcarbonylamino, arylcarbonylaminoalkyl, aryloxycarbonylaminoalkyl, aryloxyarylcarbonylamino, aryloxycarbonylamino, alkylsulfonylamino, arylsulfonylamino, heteroarylsulfonylamino, heterocyclylsulfonylamino, heteroarylthio, azido, $-N^+R^{51}R^{52}R^{53}$, $P(R^{50})_2$, $P(=O)(R^{50})_2$, $OP(=O)(R^{50})_2$, $OP(=O)(R^{50})_2$, $-NR^{60}C(=O)R^{63}$, dialkylphosphonyl, alkylarylphosphonyl, diarylphosphonyl, hydroxyphosphonyl, alkylthio, arylthio, perfluoroalkylthio, hydroxycarbonylalkylthio, thiocyno, isothiocyano, alkylsulfinyloxy, alkylsulfonyloxy, arylsulfinyloxy, arylsulfonyloxy, hydroxysulfonyloxy, alkoxysulfonyloxy, aminosulfonyloxy, alkylaminosulfonyloxy, dialkylaminosulfonyloxy, arylaminosulfonyloxy, diarylaminosulfonyloxy, alkylarylaminosulfonyloxy, alkylsulfinyl, alkylsulfonyl, arylsulfinyl, arylsulfonyl, hydroxysulfonyl, alkoxysulfonyl, aminosulfonyl, alkylaminosulfonyl, dialkylaminosulfonyl, arylaminosulfonyl, diarylaminosulfonyl or alkylarylaminosulfonyl; or two Q^2 groups, which substitute atoms in a 1,2 or 1,3 arrangement, together form alkylenedioxy, thioalkylenoxy or alkylenedithioxy where y is 1 or 2; or two Q^2 groups, which substitute the same atom, together form alkylene;

each Q^2 is independently unsubstituted or substituted with one or more substituents each independently selected from alkyl, halo and pseudohalo;

R^{50} is hydroxy, alkoxy, aralkoxy, alkyl, heteroaryl, heterocyclyl, aryl or $-NR^{70}R^{71}$, where R^{70} and R^{71} are each independently hydrogen, alkyl, aralkyl, aryl, heteroaryl, heteroaralkyl or heterocyclyl, or R^{70} and R^{71} together form alkylene, azaalkylene, oxaalkylene or thiaalkylene;

R^{51} , R^{52} and R^{53} are each independently hydrogen, alkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, heterocyclyl or heterocyclylalkyl;

R^{60} is hydrogen, alkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, heterocyclyl or heterocyclylalkyl; and

R^{63} is alkoxy, aralkoxy, alkyl, heteroaryl, heterocyclyl, aryl or $-NR^{70}R^{71}$; and

(b) one or more of the following: an antihyperlipidemic agent, a plasma HDL-raising agent, an anti-hypercholesterolemic agent, a cholesterol biosynthesis inhibitor, an acyl-coenzyme A:cholesterol acyltransferase (ACAT) inhibitor, probucol, raloxifene, nicotinic acid, niacinamide, a cholesterol absorption inhibitor, a bile acid sequestrant, a low density lipoprotein receptor inducer, clofibrate, fenofibrate, benzofibrate, cipofibrate, gemfibrizol, vitamin B₆, vitamin B₁₂, an anti-oxidant vitamin,

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a β -blocker, an anti-diabetes agent, an angiotensin II antagonist, an angiotensin converting enzyme inhibitor, a platelet aggregation inhibitor, a fibrinogen receptor antagonist, aspirin or a fibric acid derivative.

2. (Original) The composition of claim 1, wherein the cholesterol biosynthesis inhibitor is an HMG CoA reductase inhibitor.

3. (Original) The composition of claim 2, wherein the HMG CoA reductase inhibitor is lovastatin, simvastatin, pravastatin, fluvastatin, atorvastatin or rivastatin.

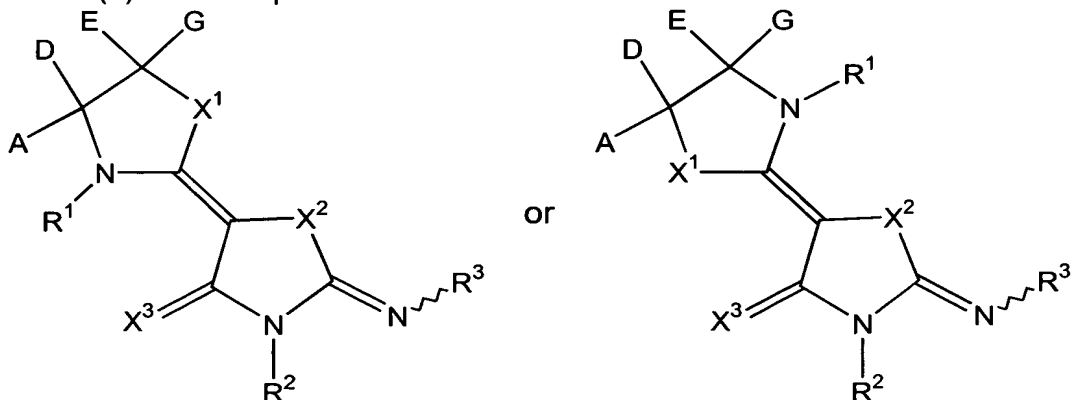
4. (Original) The composition of claim 3, wherein the HMG CoA reductase inhibitor is lovastatin or simvastatin.

5. (Original) The composition of claim 1, wherein the bile acid sequestrant is an anion exchange resin or a quaternary amine.

6. (Original) The composition of claim 1, wherein the quaternary amine is cholestyramine or colestipol.

7. (Currently amended) A pharmaceutical composition, comprising:

(a) a compound of formulae I:



or a pharmaceutically acceptable derivative thereof, wherein:

A, D, E and G are selected from (i) or (ii) as follows:

(i) A and G are each independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclylalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, substituted or unsubstituted heteroarylium, substituted or unsubstituted heteroaryliumalkyl, halo, pseudohalo, OR¹⁰, SR¹⁰, S(=O)R¹³, S(=O)₂R¹³, NR¹¹R¹² and C(=J)R¹³, or A and G together form substituted or unsubstituted alkylene, substituted or unsubstituted azaalkylene, substituted or unsubstituted oxaalkylene, substituted or unsubstituted thiaalkylene, substituted or unsubstituted alkenylene, substituted or unsubstituted alkynylene, substituted or unsubstituted 1,3-butadienylene, substituted or unsubstituted 1-aza-1,3-butadienylene, or substituted or unsubstituted 2-aza-1,3-butadienylene;

D and E are each independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl,

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substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, halo and pseudohalo or D and E together form a bond; or

(ii) A and D; or E and G; together form substituted or unsubstituted alkylene, substituted or unsubstituted azaalkylene, substituted or unsubstituted oxaalkylene, or substituted or unsubstituted thiaalkylene; and the others of A, D, E and G are selected as in (i);

X^1 and X^2 are each independently selected from O, S, S(=O), S(=O)₂, Se, NR⁵, CR⁶R⁷ and CR⁸=CR⁹;

X^3 is O, S, Se, NR⁵ or CR⁶R⁷;

R¹ and R² are each independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted heteroarylium, substituted or unsubstituted heteroaryliumalkyl, OR¹⁰, SR¹⁰, S(=O)R¹³, S(=O)₂R¹³, NR¹¹R¹² and C(=J)R¹³;

R³ is hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted heteroarylium, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted heteroaryliumalkyl, OR¹⁰, SR¹⁰, S(=O)R¹³, S(=O)₂R¹³, NR¹¹R¹² and C(=J)R¹³; where

R⁵, R⁶, R⁷, R⁸ and R⁹ are each independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, halo, pseudohalo, OR¹⁰, NR¹⁴R¹⁵ and C(=J)R¹³;

R¹⁰, R¹¹ and R¹² are each independently hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted heteroaryliumalkyl or C(=J)R¹³;

J is O, S or NR¹⁴;

R¹³ is selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted

or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, pseudohalo, OR¹⁶ and NR¹⁴R¹⁵;

R¹⁴, R¹⁵ and R¹⁶ are each independently selected from hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, heterocyclyl, cycloalkylalkyl, heterocyclalkyl, aryl, heteroaryl, aralkyl and heteroaralkyl;

where the alkyl, alkenyl, alkynyl, cycloalkyl, heterocyclyl, cycloalkylalkyl, heterocyclalkyl, aryl, heteroaryl, heteroarylium, aralkyl, heteroaralkyl and heteroaryliumalkyl moieties of A, D, E, G, R¹, R², R³, R⁵, R⁶, R⁷, R⁸, R⁹, R¹⁰, R¹¹, R¹² and R¹³ are unsubstituted or substituted with one or more substituents each independently selected from Q¹, where Q¹ is halo, pseudohalo, hydroxy, oxo, thia, nitrile, nitro, formyl, mercapto, hydroxycarbonyl, hydroxycarbonylalkyl, alkyl, haloalkyl, polyhaloalkyl, aminoalkyl, diaminoalkyl, alkenyl containing 1 to 2 double bonds, alkynyl containing 1 to 2 triple bonds, cycloalkyl, cycloalkylalkyl, heterocyclyl, heterocyclalkyl, aryl, heteroaryl, aralkyl, aralkenyl, aralkynyl, heteroarylalkyl, trialkylsilyl, dialkylarylsilyl, alkyl diarylsilyl, triarylsilyl, alkylidene, arylalkylidene, alkylcarbonyl, arylcarbonyl, heteroarylcarbonyl, alkoxycarbonyl, alkoxycarbonylalkyl, aryloxy carbonyl, aryloxy carbonylalkyl, aralkoxycarbonyl, aralkoxycarbonylalkyl, arylcarbonylalkyl, aminocarbonyl, alkylaminocarbonyl, dialkylaminocarbonyl, arylaminocarbonyl, diarylaminocarbonyl, arylalkylaminocarbonyl, alkoxy, aryloxy, heteroaryloxy, heteroaralkoxy, heterocycloxy, cycloalkoxy, perfluoroalkoxy, alkenyloxy, alkynyloxy, aralkoxy, alkylcarbonyloxy, arylcarbonyloxy, aralkylcarbonyloxy, alkoxycarbonyloxy, aryloxy carbonyloxy, aralkoxy carbonyloxy, aminocarbonyloxy, alkylaminocarbonyloxy, dialkylaminocarbonyloxy, alkylarylaminocarbonyloxy, diarylaminocarbonyloxy, guanidino, isothioureido, ureido, N-alkylureido, N-arylureido, N'-alkylureido, N',N'-dialkylureido, N'-alkyl-N'-arylureido, N',N'-diarylureido, N'-arylureido, N,N'-dialkylureido, N-alkyl-N'-arylureido, N-aryl-N'-alkylureido, N,N'-diarylureido, N,N',N'-trialkylureido, N,N'-dialkyl-N'-arylureido, N-alkyl-N',N'-diarylureido, N-aryl-N',N'-dialkylureido, N,N'-diaryl-N'-alkylureido, N,N',N'-trialkylureido, amidino, alkylamidino, arylamidino, imino, hydroxyimino, alkoxyimino, aryloxyimino, aralkoxyimino, alkylazo, arylazo, aralkylazo, aminothiocarbonyl, alkylaminothiocarbonyl, arylaminothiocarbonyl, amino, aminoalkyl, alkylaminoalkyl, dialkylaminoalkyl, arylaminoalkyl, diarylaminoalkyl, alkylarylaminominoalkyl, alkylamino, dialkylamino, haloalkylamino, arylamino, diarylamino, alkylarylaminomino, alkylcarbonylamino, alkoxycarbonylamino, aralkoxycarbonylamino, arylcarbonylamino, arylcarbonylaminoalkyl, aryloxy carbonylaminoalkyl, aryloxyarylcarbonylamino, aryloxy carbonylamino, alkylsulfonylamino, arylsulfonylamino, heteroarylsulfonylamino, heterocyclalsulfonylamino, heteroarylthio, azido, -N⁺R⁵¹R⁵²R⁵³, P(R⁵⁰)₂, P(=O)(R⁵⁰)₂, OP(=O)(R⁵⁰)₂, OP(=O)(R⁵⁰)₂, -NR⁶⁰C(=O)R⁶³, dialkylphosphonyl, alkylarylphosphonyl, diarylphosphonyl, hydroxyphosphonyl, alkylthio, arylthio, perfluoroalkylthio, hydroxycarbonylalkylthio, thiocyno, isothiocyano, alkylsulfinyloxy, alkylsulfonyloxy, arylsulfinyloxy, arylsulfonyloxy, hydroxysulfonyloxy, alkoxysulfonyloxy, aminosulfonyloxy, alkylaminosulfonyloxy, dialkylaminosulfonyloxy, arylaminosulfonyloxy, diarylaminosulfonyloxy, alkylarylaminosulfonyloxy, alkylsulfinyl, alkylsulfonyl, arylsulfinyl, arylsulfonyl, hydroxysulfonyl, alkoxysulfonyl, aminosulfonyl, alkylaminosulfonyl, dialkylaminosulfonyl, arylaminosulfonyl, diarylaminosulfonyl or alkylarylaminosulfonyl; or two Q¹ groups, which substitute atoms in a 1,2 or 1,3 arrangement, together form alkylenedioxy, thioalkylenoxy or

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alkylenedithioxy ~~where y is 1 or 2~~; or two Q¹ groups, which substitute the same atom, together form alkylene; and

each Q¹ is independently unsubstituted or substituted with one or more substituents each independently selected from Q²;

each Q² is independently halo, pseudohalo, hydroxy, oxo, thia, nitrile, nitro, formyl, mercapto, hydroxycarbonyl, hydroxycarbonylalkyl, alkyl, haloalkyl, polyhaloalkyl, aminoalkyl, diaminoalkyl, alkenyl containing 1 to 2 double bonds, alkynyl containing 1 to 2 triple bonds, cycloalkyl, cycloalkylalkyl, heterocyclyl, heterocyclylalkyl, aryl, heteroaryl, aralkyl, aralkenyl, aralkynyl, heteroarylalkyl, trialkylsilyl, dialkylarylsilyl, alkyl diarylsilyl, triarylsilyl, alkylidene, arylalkylidene, alkylcarbonyl, arylcarbonyl, heteroarylcarbonyl, alkoxycarbonyl, alkoxycarbonylalkyl, aryloxy carbonyl, aryloxy carbonylalkyl, aralkoxycarbonyl, aralkoxycarbonylalkyl, arylcarbonylalkyl, aminocarbonyl, alkylaminocarbonyl, dialkylaminocarbonyl, arylaminocarbonyl, diarylaminocarbonyl, arylalkylaminocarbonyl, alkoxy, aryloxy, heteroaryloxy, heteroaralkoxy, heterocycloxy, cycloalkoxy, perfluoroalkoxy, alkenyloxy, alkynyloxy, aralkoxy, alkylcarbonyloxy, arylcarbonyloxy, aralkylcarbonyloxy, alkoxycarbonyloxy, aryloxy carbonyloxy, aralkoxycarbonyloxy, aminocarbonyloxy, alkylaminocarbonyloxy, dialkylaminocarbonyloxy, alkylarylaminocarbonyloxy, diarylaminocarbonyloxy, guanidino, isothioureido, ureido, N-alkylureido, N-arylureido, N'-alkylureido, N',N'-dialkylureido, N'-alkyl-N'-arylureido, N',N'-diarylureido, N'-arylureido, N,N'-dialkylureido, N-alkyl-N'-arylureido, N-aryl-N'-alkylureido, N,N'-diarylureido, N,N',N'-trialkylureido, N,N'-dialkyl-N'-arylureido, N-alkyl-N',N'-diarylureido, N-aryl-N',N'-dialkylureido, N,N'-diaryl-N'-alkylureido, N,N',N'-triarylureido, amidino, alkylamidino, arylamidino, aminothiocabonyl, alkylaminothiocabonyl, arylaminothiocabonyl, amino, aminoalkyl, alkylaminoalkyl, dialkylaminoalkyl, arylaminoalkyl, diarylaminoalkyl, alkylarylaminominoalkyl, alkylamino, dialkylamino, haloalkylamino, arylamino, diarylamino, alkylarylamino, alkylcarbonylamino, alkoxycarbonylamino, aralkoxycarbonylamino, arylcarbonylamino, arylcarbonylaminoalkyl, aryloxy carbonylaminoalkyl, aryloxyarylcarbonylamino, aryloxy carbonylamino, alkylsulfonylamino, arylsulfonylamino, heteroarylsulfonylamino, heterocyclylsulfonylamino, heteroarylthio, azido, -N⁺R⁵¹R⁵²R⁵³, P(R⁵⁰)₂, P(=O)(R⁵⁰)₂, ~~OP(=O)(R⁵⁰)₂~~, OP(=O)(R⁵⁰)₂, -NR⁶⁰C(=O)R⁶³, dialkylphosphonyl, alkylarylphosphonyl, diarylphosphonyl, hydroxyphosphonyl, alkylthio, arylthio, perfluoroalkylthio, hydroxycarbonylalkylthio, thiocyno, isothiocyano, alkylsulfinyloxy, alkylsulfonyloxy, arylsulfinyloxy, arylsulfonyloxy, hydroxysulfonyloxy, alkoxysulfonyloxy, aminosulfonyloxy, alkylaminosulfonyloxy, dialkylaminosulfonyloxy, arylaminosulfonyloxy, diarylaminosulfonyloxy, alkylarylaminosulfonyloxy, alkylsulfinyl, alkylsulfonyl, arylsulfinyl, arylsulfonyl, hydroxysulfonyl, alkoxysulfonyl, aminosulfonyl, alkylaminosulfonyl, dialkylaminosulfonyl, arylaminosulfonyl, diarylaminosulfonyl or alkylarylaminosulfonyl; or two Q² groups, which substitute atoms in a 1,2 or 1,3 arrangement, together form alkylenedioxy, thioalkylenoxy or alkylenedithioxy ~~where y is 1 or 2~~; or two Q² groups, which substitute the same atom, together form alkylene;

each Q² is independently unsubstituted or substituted with one or more substituents each independently selected from alkyl, halo and pseudohalo;

R⁵⁰ is hydroxy, alkoxy, aralkoxy, alkyl, heteroaryl, heterocyclyl, aryl or -NR⁷⁰R⁷¹, where R⁷⁰ and R⁷¹ are each independently hydrogen, alkyl, aralkyl, aryl,

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heteroaryl, heteroaralkyl or heterocyclyl, or R⁷⁰ and R⁷¹ together form alkylene, azaalkylene, oxaalkylene or thiaalkylene;

R⁵¹, R⁵² and R⁵³ are each independently hydrogen, alkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, heterocyclyl or heterocyclalkyl;

R⁶⁰ is hydrogen, alkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, heterocyclyl or heterocyclalkyl; and

R⁶³ is alkoxy, aralkoxy, alkyl, heteroaryl, heterocyclyl, aryl or -NR⁷⁰R⁷¹; and

(b) one or more of the following: an antihyperlipidemic agent, a plasma HDL-raising agent, an antihypercholesterolemic agent, an HMG-CoA synthase inhibitor, a squalene epoxidase inhibitor, a squalene synthetase inhibitor, an acyl-coenzyme A cholesterol acyltransferase inhibitor, probucol, nicotinic acid or a salt thereof, niacinamide, a cholesterol absorption inhibitor, a bile acid sequestrant anion exchange resin, a low density lipoprotein receptor inducer, a fibrate, vitamin B₆ or a pharmaceutically acceptable salt thereof, vitamin B₁₂, vitamin B₃, an anti-oxidant vitamin, a beta-blocker, an angiotensin II antagonist, an angiotensin converting enzyme inhibitor, a platelet aggregation inhibitor, or aspirin.

8. (Original) The composition of claim 7, wherein the antihypercholesterolemic agent is a cholesterol biosynthesis inhibitor.

9. (Original) The composition of claim 8, wherein the cholesterol biosynthesis inhibitor is an hydroxymethylglutaryl CoA reductase inhibitor.

10. (Original) The composition of claim 9, wherein the hydroxymethylglutaryl CoA reductase inhibitor is lovastatin, simvastatin, pravastatin, fluvastatin, or atorvastatin.

11. (Original) The composition of claim 7, wherein the acyl-coenzyme A cholesterol acyltransferase inhibitor is melinamide.

12. (Original) The composition of claim 7, wherein the cholesterol absorption inhibitor is β -sitosterol.

13. (Original) The composition of claim 7, wherein the bile acid sequestrant anion exchange resin is cholestyramine, colestipol or a dialkylaminoalkyl derivative of a cross-linked dextran.

14. (Original) The composition of claim 7, wherein the fibrate is clofibrate, bezafibrate, fenofibrate, or gemfibrozil.

15. (Original) The composition of claim 7, wherein the anti-oxidant vitamin is vitamin C, vitamin E or beta carotene.

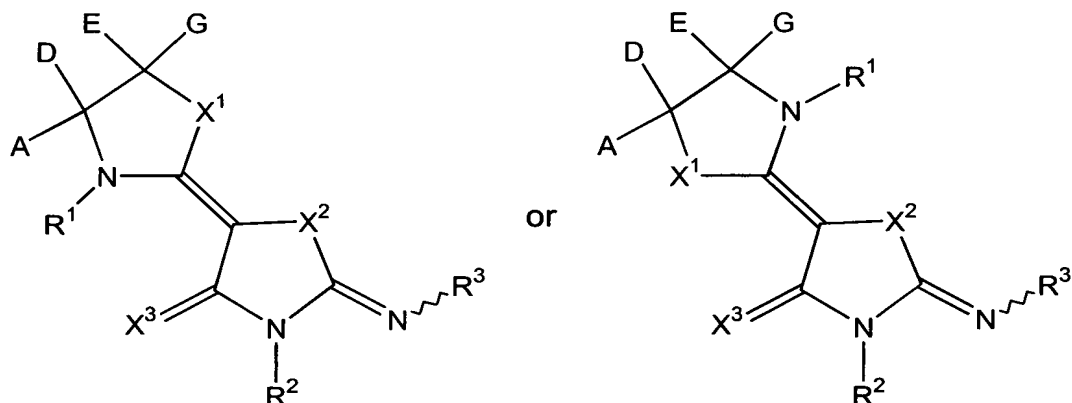
16. (Original) The composition of claim 7, wherein the platelet aggregation inhibitor is a fibrinogen receptor antagonist.

17. (Original) The composition of claim 16, wherein the fibrinogen receptor antagonist is a glycoprotein IIb/IIIa fibrinogen receptor antagonist.

18. (Currently amended) A pharmaceutical composition, comprising:

(a) a compound of formulae I:

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or a pharmaceutically acceptable derivative thereof, wherein:

A, D, E and G are selected from (i) or (ii) as follows:

(i) A and G are each independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, substituted or unsubstituted heteroarylium, substituted or unsubstituted heteroaryliumalkyl, halo, pseudohalo, OR¹⁰, SR¹⁰, S(=O)R¹³, S(=O)₂R¹³, NR¹¹R¹² and C(=J)R¹³, or A and G together form substituted or unsubstituted alkylene, substituted or unsubstituted azaalkylene, substituted or unsubstituted oxaalkylene, substituted or unsubstituted thiaalkylene, substituted or unsubstituted alkenylene, substituted or unsubstituted alkynylene, substituted or unsubstituted 1,3-butadienylene, substituted or unsubstituted 1-aza-1,3-butadienylene, or substituted or unsubstituted 2-aza-1,3-butadienylene;

D and E are each independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, halo and pseudohalo or D and E together form a bond; or

(ii) A and D; or E and G; together form substituted or unsubstituted alkylene, substituted or unsubstituted azaalkylene, substituted or unsubstituted oxaalkylene, or substituted or unsubstituted thiaalkylene; and the others of A, D, E and G are selected as in (i);

X¹ and X² are each independently selected from O, S, S(=O), S(=O)₂, Se, NR⁵, CR⁶R⁷ and CR⁸=CR⁹;

X³ is O, S, Se, NR⁵ or CR⁶R⁷;

R¹ and R² are each independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted

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heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, substituted or unsubstituted heteroarylium, substituted or unsubstituted heteroaryliumalkyl, OR¹⁰, SR¹⁰, S(=O)R¹³, S(=O)₂R¹³, NR¹¹R¹² and C(=J)R¹³.

R³ is hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted heteroarylium, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, substituted or unsubstituted heteroaryliumalkyl, OR¹⁰, SR¹⁰, S(=O)R¹³, S(=O)₂R¹³, NR¹¹R¹² and C(=J)R¹³; where

R⁵, R⁶, R⁷, R⁸ and R⁹ are each independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, halo, pseudohalo, OR¹⁰, NR¹⁴R¹⁵ and C(=J)R¹³;

R¹⁰, R¹¹ and R¹² are each independently hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl or C(=J)R¹³;

J is O, S or NR¹⁴;

R¹³ is selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, pseudohalo, OR¹⁶ and NR¹⁴R¹⁵;

R¹⁴, R¹⁵ and R¹⁶ are each independently selected from hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, heterocycl, cycloalkylalkyl, heterocyclalkyl, aryl, heteroaryl, aralkyl and heteroaralkyl;

where the alkyl, alkenyl, alkynyl, cycloalkyl, heterocycl, cycloalkylalkyl, heterocyclalkyl, aryl, heteroaryl, heteroarylium, aralkyl, heteroaralkyl and heteroaryliumalkyl moieties of A, D, E, G, R¹, R², R³, R⁵, R⁶, R⁷, R⁸, R⁹, R¹⁰, R¹¹, R¹² and R¹³ are unsubstituted or substituted with one or more substituents each independently selected from Q¹, where Q¹ is halo, pseudohalo, hydroxy, oxo, thia, nitrile, nitro, formyl, mercapto, hydroxycarbonyl, hydroxycarbonylalkyl, alkyl, haloalkyl, polyhaloalkyl, aminoalkyl, diaminoalkyl, alkenyl containing 1 to 2 double bonds, alkynyl containing 1 to 2 triple bonds, cycloalkyl, cycloalkylalkyl, heterocycl, heterocyclalkyl, aryl, heteroaryl, aralkyl, aralkenyl, aralkynyl, heteroarylalkyl, trialkylsilyl, dialkylarylsilyl, alkylidiarylsilyl, triarylsilyl, alkylidene, arylalkylidene, alkylcarbonyl, arylcarbonyl, heteroarylcarbonyl, alkoxycarbonyl, alkoxycarbonylalkyl,

aryloxy carbonyl, aryloxy carbonylalkyl, aralkoxy carbonyl, aralkoxy carbonylalkyl, aryl carbonylalkyl, aminocarbonyl, alkylaminocarbonyl, dialkylaminocarbonyl, arylaminocarbonyl, diarylaminocarbonyl, arylalkylaminocarbonyl, alkoxy, aryloxy, heteroaryloxy, heteroaralkoxy, heterocyclyloxy, cycloalkoxy, perfluoroalkoxy, alkenyloxy, alkynyloxy, aralkoxy, alkylcarbonyloxy, arylcarbonyloxy, aralkylcarbonyloxy, alkoxy carbonyloxy, aryloxy carbonyloxy, aralkoxy carbonyloxy, aminocarbonyloxy, alkylaminocarbonyloxy, dialkylaminocarbonyloxy, alkylarylaminocarbonyloxy, diarylaminocarbonyloxy, guanidino, isothioureido, ureido, N-alkylureido, N-arylureido, N'-alkylureido, N',N'-dialkylureido, N'-alkyl-N'-arylureido, N',N'-diarylureido, N'-arylureido, N,N'-dialkylureido, N-alkyl-N'-arylureido, N-aryl-N'-alkylureido, N,N'-diarylureido, N,N',N'-trialkylureido, N,N'-dialkyl-N'-arylureido, N-alkyl-N',N'-diarylureido, N-aryl-N',N'-dialkylureido, N,N'-diaryl-N'-alkylureido, N,N',N'-triarylureido, amidino, alkylamidino, arylamidino, imino, hydroxyimino, alkoxyimino, aryloxyimino, aralkoxyimino, alkylazo, arylazo, aralkylazo, aminothiocarbonyl, alkylaminothiocarbonyl, arylaminothiocarbonyl, amino, aminoalkyl, alkylaminoalkyl, dialkylaminoalkyl, arylaminoalkyl, diarylaminoalkyl, alkylarylaminoalkyl, alkylamino, dialkylamino, haloalkylamino, arylamino, diarylamino, alkylarylamino, alkylcarbonylamino, alkoxy carbonylamino, aralkoxy carbonylamino, arylcarbonylamino, arylcarbonylaminoalkyl, aryloxy carbonylaminoalkyl, aryloxyarylcarbonylamino, aryloxy carbonylamino, alkylsulfonylamino, arylsulfonylamino, heteroaryl sulfonylamino, heterocyclyl sulfonylamino, heteroarylthio, azido, $-N^+R^{51}R^{52}R^{53}$, $P(R^{50})_2$, $P(=O)(R^{50})_2$, $OP(=O)(R^{50})_2$, $OP(=O)(R^{50})_2$, $-NR^{60}C(=O)R^{63}$, dialkylphosphonyl, alkylarylphosphonyl, diarylphosphonyl, hydroxyphosphonyl, alkylthio, arylthio, perfluoroalkylthio, hydroxycarbonylalkylthio, thiocyno, isothiocyano, alkylsulfinyloxy, alkylsulfonyloxy, arylsulfinyloxy, arylsulfonyloxy, hydroxysulfonyloxy, alkoxy sulfonyloxy, aminosulfonyloxy, alkylaminosulfonyloxy, dialkylaminosulfonyloxy, arylaminosulfonyloxy, diarylaminosulfonyloxy, alkylarylaminosulfonyloxy, alkylsulfinyl, alkylsulfonyl, arylsulfinyl, arylsulfonyl, hydroxysulfonyl, alkoxy sulfonyl, aminosulfonyl, alkylaminosulfonyl, dialkylaminosulfonyl, arylaminosulfonyl, diarylaminosulfonyl or alkylarylaminosulfonyl; or two Q^1 groups, which substitute atoms in a 1,2 or 1,3 arrangement, together form alkylenedioxy, thioalkylenoxy or alkylenedithioxy where y is 1 or 2; or two Q^1 groups, which substitute the same atom, together form alkylene; and

each Q^1 is independently unsubstituted or substituted with one or more substituents each independently selected from Q^2 ;

each Q^2 is independently halo, pseudohalo, hydroxy, oxo, thia, nitrile, nitro, formyl, mercapto, hydroxycarbonyl, hydroxycarbonylalkyl, alkyl, haloalkyl, polyhaloalkyl, aminoalkyl, diaminoalkyl, alkenyl containing 1 to 2 double bonds, alkynyl containing 1 to 2 triple bonds, cycloalkyl, cycloalkylalkyl, heterocyclyl, heterocyclylalkyl, aryl, heteroaryl, aralkyl, aralkenyl, aralkynyl, heteroarylalkyl, trialkylsilyl, dialkylarylsilyl, alkyl diarylsilyl, triarylsilyl, alkylidene, arylalkylidene, alkylcarbonyl, arylcarbonyl, heteroarylcarbonyl, alkoxy carbonyl, alkoxy carbonylalkyl, aryloxy carbonyl, aryloxy carbonylalkyl, aralkoxy carbonyl, aralkoxy carbonylalkyl, arylcarbonylalkyl, aminocarbonyl, alkylaminocarbonyl, dialkylaminocarbonyl, arylaminocarbonyl, diarylaminocarbonyl, arylalkylaminocarbonyl, alkoxy, aryloxy, heteroaryloxy, heteroaralkoxy, heterocyclyloxy, cycloalkoxy, perfluoroalkoxy, alkenyloxy, alkynyloxy, aralkoxy, alkylcarbonyloxy, arylcarbonyloxy, aralkylcarbonyloxy, alkoxy carbonyloxy, aryloxy carbonyloxy, aralkoxy carbonyloxy,

aminocarbonyloxy, alkylaminocarbonyloxy, dialkylaminocarbonyloxy, alkylarylamino carbonyloxy, diarylamino carbonyloxy, guanidino, isothioureido, ureido, N-alkylureido, N-arylureido, N'-alkylureido, N',N'-dialkylureido, N'-alkyl-N'-arylureido, N',N'-diarylureido, N'-arylureido, N,N'-dialkylureido, N-alkyl-N'-arylureido, N-aryl-N'-alkylureido, N,N'-diarylureido, N,N',N'-trialkylureido, N,N'-dialkyl-N'-arylureido, N-alkyl-N',N'-diarylureido, N-aryl-N',N'-dialkylureido, N,N'-diaryl-N'-alkylureido, N,N',N'-triarylureido, amidino, alkylamidino, arylamidino, aminothiocarbonyl, alkylaminothiocarbonyl, arylaminothiocarbonyl, amino, aminoalkyl, alkylaminoalkyl, dialkylaminoalkyl, arylaminoalkyl, diarylaminoalkyl, alkylarylaminoalkyl, alkylamino, dialkylamino, haloalkylamino, arylamino, diarylamino, alkylarylamino, alkylcarbonylamino, alkoxy carbonylamino, aralkoxy carbonylamino, arylcarbonylamino, arylcarbonylaminoalkyl, aryloxy carbonylaminoalkyl, aryloxyarylcarbonylamino, aryloxy carbonylamino, alkylsulfonylamino, arylsulfonylamino, heteroaryl sulfonylamino, heterocyclyl sulfonylamino, heteroarylthio, azido, $-N^+R^{51}R^{52}R^{53}$, $P(R^{50})_2$, $P(=O)(R^{50})_2$, $OP(=O)(R^{50})_2$, $OP(=O)(R^{50})_2$, $-NR^{60}C(=O)R^{63}$, dialkylphosphonyl, alkylarylphosphonyl, diarylphosphonyl, hydroxyphosphonyl, alkylthio, arylthio, perfluoroalkylthio, hydroxycarbonylalkylthio, thiocyno, isothiocyano, alkylsulfinyloxy, alkylsulfonyloxy, arylsulfinyloxy, arylsulfonyloxy, hydroxysulfonyloxy, alkoxy sulfonyloxy, aminosulfonyloxy, alkylaminosulfonyloxy, dialkylaminosulfonyloxy, arylaminosulfonyloxy, diarylamino sulfonyloxy, alkylarylamino sulfonyloxy, alkylsulfinyl, alkylsulfonyl, arylsulfinyl, arylsulfonyl, hydroxysulfonyl, alkoxy sulfonyl, aminosulfonyl, alkylaminosulfonyl, dialkylaminosulfonyl, arylaminosulfonyl, diarylamino sulfonyl or alkylarylamino sulfonyl; or two Q^2 groups, which substitute atoms in a 1,2 or 1,3 arrangement, together form alkylenedioxy, thioalkylenoxy or alkylenedithioxy where y is 1 or 2; or two Q^2 groups, which substitute the same atom, together form alkylene;

each Q^2 is independently unsubstituted or substituted with one or more substituents each independently selected from alkyl, halo and pseudohalo;

R^{50} is hydroxy, alkoxy, aralkoxy, alkyl, heteroaryl, heterocyclyl, aryl or $-NR^{70}R^{71}$, where R^{70} and R^{71} are each independently hydrogen, alkyl, aralkyl, aryl, heteroaryl, heteroaralkyl or heterocyclyl, or R^{70} and R^{71} together form alkylene, azaalkylene, oxaalkylene or thiaalkylene;

R^{51} , R^{52} and R^{53} are each independently hydrogen, alkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, heterocyclyl or heterocyclylalkyl;

R^{60} is hydrogen, alkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, heterocyclyl or heterocyclylalkyl; and

R^{63} is alkoxy, aralkoxy, alkyl, heteroaryl, heterocyclyl, aryl or $-NR^{70}R^{71}$; and

(b) one or more of the following: a sulfonylurea, a biguanides, a thiazolidinedione, an insulin sensitizer, dehydroepiandrosterone or its conjugated sulfate ester, an antigluco corticoid, a $TNF\alpha$ inhibitor, an α -glucosidase inhibitor, pramlintide, an insulin secretagogue, or insulin.

19. (Original) The composition of claim 18, wherein the sulfonylurea is chlorpropamide, tolbutamide, acetohexamide, tolazamide, glyburide, glipizide, glynase, glimepiride, or glipizide.

20. (Original) The composition of claim 18, wherein the biguanide is metformin.

21. (Original) The composition of claim 18, wherein the thiazolidinedione is ciglitazone, pioglitazone, troglitazone, or rosiglitazone.

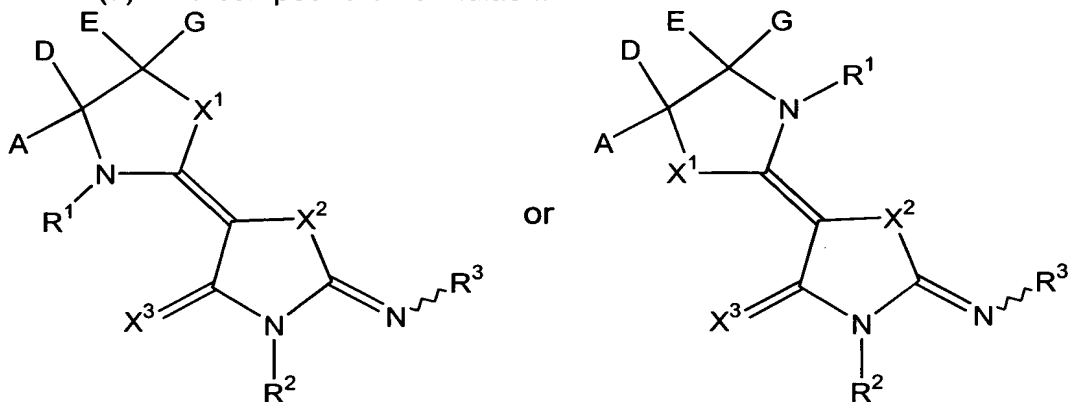
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22. (Original) The composition of claim 18, wherein the insulin sensitizer is a selective or non-selective activator of PPAR α , PPAR β or PPAR γ

23. (Original) The composition of claim 18, wherein the α -glucosidase inhibitor is acarbose, miglitol, or voglibose.

24. (Original) The composition of claim 18, wherein the insulin secretagogue is repaglinide, gliquidone, or nateglinide.

25. (Currently amended) A pharmaceutical composition, comprising:
(a) a compound of formulae I:



or a pharmaceutically acceptable derivative thereof, wherein:

A, D, E and G are selected from (i) or (ii) as follows:

(i) A and G are each independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclylalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, substituted or unsubstituted heteroarylium, substituted or unsubstituted heteroaryliumalkyl, halo, pseudohalo, OR¹⁰, SR¹⁰, S(=O)R¹³, S(=O)₂R¹³, NR¹¹R¹² and C(=J)R¹³, or A and G together form substituted or unsubstituted alkylene, substituted or unsubstituted azaalkylene, substituted or unsubstituted oxaalkylene, substituted or unsubstituted thiaalkylene, substituted or unsubstituted alkenylene, substituted or unsubstituted alkynylene, substituted or unsubstituted 1,3-butadienylene, substituted or unsubstituted 1-aza-1,3-butadienylene, or substituted or unsubstituted 2-aza-1,3-butadienylene;

D and E are each independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclylalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, halo and pseudohalo or D and E together form a bond; or

(ii) A and D; or E and G; together form substituted or unsubstituted alkylene, substituted or unsubstituted azaalkylene, substituted or

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unsubstituted oxaalkylene, or substituted or unsubstituted thiaalkylene; and the others of A, D, E and G are selected as in (i);

X^1 and X^2 are each independently selected from O, S, S(=O), S(=O)₂, Se, NR⁵, CR⁶R⁷ and CR⁸=CR⁹;

X^3 is O, S, Se, NR⁵ or CR⁶R⁷;

R^1 and R^2 are each independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, substituted or unsubstituted heteroarylium, substituted or unsubstituted heteroaryliumalkyl, OR¹⁰, SR¹⁰, S(=O)R¹³, S(=O)₂R¹³, NR¹¹R¹² and C(=J)R¹³;

R^3 is hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted heteroarylium, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, substituted or unsubstituted heteroaryliumalkyl, OR¹⁰, SR¹⁰, S(=O)R¹³, S(=O)₂R¹³, NR¹¹R¹² and C(=J)R¹³; where

R^5 , R^6 , R^7 , R^8 and R^9 are each independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, halo, pseudohalo, OR¹⁰, NR¹⁴R¹⁵ and C(=J)R¹³;

R^{10} , R^{11} and R^{12} are each independently hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl or C(=J)R¹³;

J is O, S or NR¹⁴;

R^{13} is selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, pseudohalo, OR¹⁶ and NR¹⁴R¹⁵;

R^{14} , R^{15} and R^{16} are each independently selected from hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, heterocyclyl, cycloalkylalkyl, heterocyclalkyl, aryl, heteroaryl, aralkyl and heteroaralkyl;

where the alkyl, alkenyl, alkynyl, cycloalkyl, heterocyclyl, cycloalkylalkyl, heterocyclalkyl, aryl, heteroaryl, heteroarylium, aralkyl, heteroaralkyl and

heteroaryliumalkyl moieties of A, D, E, G, R^1 , R^2 , R^3 , R^5 , R^6 , R^7 , R^8 , R^9 , R^{10} , R^{11} , R^{12} and R^{13} are unsubstituted or substituted with one or more substituents each independently selected from Q^1 , where Q^1 is halo, pseudohalo, hydroxy, oxo, thia, nitrile, nitro, formyl, mercapto, hydroxycarbonyl, hydroxycarbonylalkyl, alkyl, haloalkyl, polyhaloalkyl, aminoalkyl, diaminoalkyl, alkenyl containing 1 to 2 double bonds, alkynyl containing 1 to 2 triple bonds, cycloalkyl, cycloalkylalkyl, heterocyclyl, heterocyclylalkyl, aryl, heteroaryl, aralkyl, aralkenyl, aralkynyl, heteroarylalkyl, trialkylsilyl, dialkylarylsilyl, alkyl diarylsilyl, triarylsilyl, alkylidene, arylalkylidene, alkylcarbonyl, arylcarbonyl, heteroarylcarbonyl, alkoxycarbonyl, alkoxycarbonylalkyl, aryloxy carbonyl, aryloxy carbonylalkyl, aralkoxycarbonyl, aralkoxycarbonylalkyl, arylcarbonylalkyl, aminocarbonyl, alkylaminocarbonyl, dialkylaminocarbonyl, arylaminocarbonyl, diarylaminocarbonyl, arylalkylaminocarbonyl, alkoxy, aryloxy, heteroaryloxy, heteroaralkoxy, heterocyclyloxy, cycloalkoxy, perfluoroalkoxy, alkenyloxy, alkynyloxy, aralkoxy, alkylcarbonyloxy, arylcarbonyloxy, aralkylcarbonyloxy, alkoxycarbonyloxy, aryloxy carbonyloxy, aralkoxycarbonyloxy, aminocarbonyloxy, alkylaminocarbonyloxy, dialkylaminocarbonyloxy, alkylarylaminocarbonyloxy, diarylaminocarbonyloxy, guanidino, isothioureido, ureido, N-alkylureido, N-arylureido, N'-alkylureido, N',N'-dialkylureido, N'-alkyl-N'-arylureido, N',N'-diarylureido, N'-arylureido, N,N',N'-dialkylureido, N-alkyl-N'-arylureido, N-aryl-N'-alkylureido, N,N'-diarylureido, N,N',N'-trialkylureido, N,N'-dialkyl-N'-arylureido, N-alkyl-N',N'-diarylureido, N-aryl-N',N'-dialkylureido, N,N'-diaryl-N'-alkylureido, N,N',N'-trialkylureido, amidino, alkylamidino, arylamidino, imino, hydroxyimino, alkoxyimino, aryloxyimino, aralkoxyimino, alkylazo, arylazo, aralkylazo, aminothiocarbonyl, alkylaminothiocarbonyl, arylaminothiocarbonyl, amino, aminoalkyl, alkylaminoalkyl, dialkylaminoalkyl, arylaminoalkyl, diarylaminoalkyl, alkylarylaminominoalkyl, alkylamino, dialkylamino, haloalkylamino, arylamino, diarylamino, alkylarylaminomino, alkylcarbonylamino, alkoxycarbonylamino, aralkoxycarbonylamino, arylcarbonylamino, arylcarbonylaminoalkyl, aryloxy carbonylaminoalkyl, aryloxyarylcabonylamino, aryloxy carbonylamino, alkylsulfonylamino, arylsulfonylamino, heteroarylsulfonylamino, heterocyclylsulfonylamino, heteroarylthio, azido, $-N^+R^{51}R^{52}R^{53}$, $P(R^{50})_2$, $P(=O)(R^{50})_2$, $OP(=O)(R^{50})_2$, $OP(=O)(R^{50})_2$, $-NR^{60}C(=O)R^{63}$, dialkylphosphonyl, alkylarylphosphonyl, diarylphosphonyl, hydroxyphosphonyl, alkylthio, arylthio, perfluoroalkylthio, hydroxycarbonylalkylthio, thiocyno, isothiocyano, alkylsulfinyloxy, alkylsulfonyloxy, arylsulfinyloxy, arylsulfonyloxy, hydroxysulfonyloxy, alkoxysulfonyloxy, aminosulfonyloxy, alkylaminosulfonyloxy, dialkylaminosulfonyloxy, arylaminosulfonyloxy, diarylaminosulfonyloxy, alkylarylaminosulfonyloxy, alkylsulfinyl, alkylsulfonyl, arylsulfinyl, arylsulfonyl, hydroxysulfonyl, alkoxysulfonyl, aminosulfonyl, alkylaminosulfonyl, dialkylaminosulfonyl, arylaminosulfonyl, diarylaminosulfonyl or alkylarylaminosulfonyl; or two Q^1 groups, which substitute atoms in a 1,2 or 1,3 arrangement, together form alkylenedioxy, thioalkylenoxy or alkylenedithioxy where y is 1 or 2; or two Q^1 groups, which substitute the same atom, together form alkylene; and

each Q^1 is independently unsubstituted or substituted with one or more substituents each independently selected from Q^2 ;

each Q^2 is independently halo, pseudohalo, hydroxy, oxo, thia, nitrite, nitro, formyl, mercapto, hydroxycarbonyl, hydroxycarbonylalkyl, alkyl, haloalkyl, polyhaloalkyl, aminoalkyl, diaminoalkyl, alkenyl containing 1 to 2 double bonds, alkynyl containing 1 to 2 triple bonds, cycloalkyl, cycloalkylalkyl, heterocyclyl,

heterocyclalkyl, aryl, heteroaryl, aralkyl, aralkenyl, aralkynyl, heteroarylalkyl, trialkylsilyl, dialkylarylsilyl, alkyl diarylsilyl, triarylsilyl, alkylidene, arylalkylidene, alkylcarbonyl, arylcarbonyl, heteroarylcarbonyl, alkoxycarbonyl, alkoxycarbonylalkyl, aryloxy carbonyl, aryloxy carbonylalkyl, aralkoxycarbonyl, aralkoxycarbonylalkyl, arylcarbonylalkyl, aminocarbonyl, alkylaminocarbonyl, dialkylaminocarbonyl, arylaminocarbonyl, diarylaminocarbonyl, arylalkylaminocarbonyl, alkoxy, aryloxy, heteroaryloxy, heteroaralkoxy, heterocycloxy, cycloalkoxy, perfluoroalkoxy, alkenyloxy, alkynyloxy, aralkoxy, alkylcarbonyloxy, arylcarbonyloxy, aralkylcarbonyloxy, alkoxycarbonyloxy, aryloxy carbonyloxy, aralkoxycarbonyloxy, aminocarbonyloxy, alkylaminocarbonyloxy, dialkylaminocarbonyloxy, alkylarylaminocarbonyloxy, diarylaminocarbonyloxy, guanidino, isothioureido, ureido, N-alkylureido, N-arylureido, N'-alkylureido, N',N'-dialkylureido, N'-alkyl-N'-arylureido, N',N'-diarylureido, N'-arylureido, N,N'-dialkylureido, N-alkyl-N'-arylureido, N-aryl-N'-alkylureido, N,N'-diarylureido, N,N',N'-trialkylureido, N,N'-dialkyl-N'-arylureido, N-alkyl-N',N'-diarylureido, N-aryl-N',N'-dialkylureido, N,N'-diaryl-N'-alkylureido, N,N',N'-trialkylureido, amidino, alkylamidino, arylamidino, aminothiocabonyl, alkylaminothiocabonyl, arylaminothiocabonyl, amino, aminoalkyl, alkylaminoalkyl, dialkylaminoalkyl, arylaminoalkyl, diarylaminoalkyl, alkylarylaminoalkyl, alkylamino, dialkylamino, haloalkylamino, arylamino, diarylamino, alkylarylamino, alkylcarbonylamino, alkoxycarbonylamino, aralkoxycarbonylamino, arylcarbonylamino, arylcarbonylaminoalkyl, aryloxy carbonylaminoalkyl, aryloxyarylcarbonylamino, aryloxy carbonylamino, alkylsulfonylamino, arylsulfonylamino, heteroarylsulfonylamino, heterocyclalsulfonylamino, heteroarylthio, azido, $-N^+R^{51}R^{52}R^{53}$, $P(R^{50})_2$, $P(=O)(R^{50})_2$, $OP(=O)(R^{50})_2$, $OP(=O)(R^{50})_2$, $-NR^{60}C(=O)R^{63}$, dialkylphosphonyl, alkylarylphosphonyl, diarylphosphonyl, hydroxyphosphonyl, alkylthio, arylthio, perfluoroalkylthio, hydroxycarbonylalkylthio, thiocyno, isothiocyano, alkylsulfonyloxy, alkylsulfonyloxy, arylsulfonyloxy, arylsulfonyloxy, hydroxysulfonyloxy, alkoxysulfonyloxy, aminosulfonyloxy, alkylaminosulfonyloxy, dialkylaminosulfonyloxy, arylaminosulfonyloxy, diarylaminosulfonyloxy, alkylarylaminosulfonyloxy, alkylsulfinyl, alkylsulfonyl, arylsulfinyl, arylsulfonyl, hydroxysulfonyl, alkoxysulfonyl, aminosulfonyl, alkylaminosulfonyl, dialkylaminosulfonyl, arylaminosulfonyl, diarylaminosulfonyl or alkylarylaminosulfonyl; or two Q^2 groups, which substitute atoms in a 1,2 or 1,3 arrangement, together form alkylenedioxy, thioalkylenoxy or alkylenedithioxy where y is 1 or 2; or two Q^2 groups, which substitute the same atom, together form alkylene;

each Q^2 is independently unsubstituted or substituted with one or more substituents each independently selected from alkyl, halo and pseudohalo;

R^{50} is hydroxy, alkoxy, aralkoxy, alkyl, heteroaryl, heterocycl, aryl or $-NR^{70}R^{71}$, where R^{70} and R^{71} are each independently hydrogen, alkyl, aralkyl, aryl, heteroaryl, heteroaralkyl or heterocycl, or R^{70} and R^{71} together form alkylene, azaalkylene, oxaalkylene or thiaalkylene;

R^{51} , R^{52} and R^{53} are each independently hydrogen, alkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, heterocycl or heterocyclalkyl;

R^{60} is hydrogen, alkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, heterocycl or heterocyclalkyl; and

R^{63} is alkoxy, aralkoxy, alkyl, heteroaryl, heterocycl, aryl or $-NR^{70}R^{71}$; and

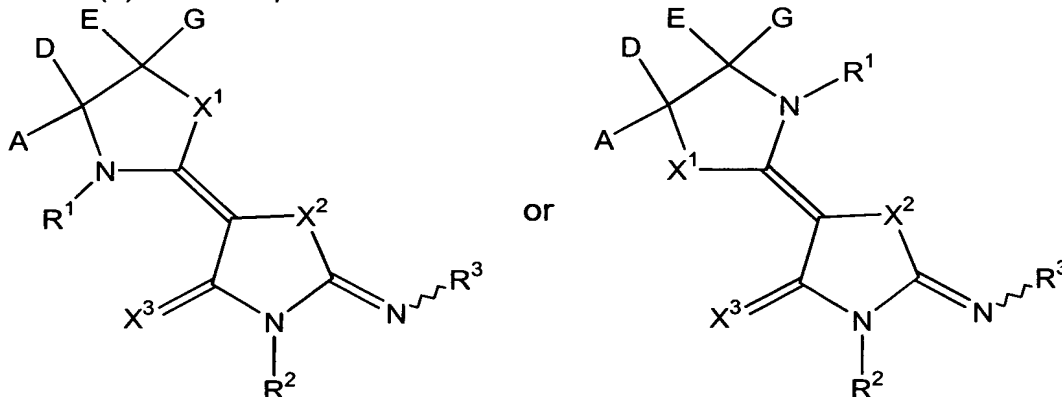
(b) one or more of the following: phenylpropanolamine, phentermine, diethylpropion, mazindol, fenfluramine, dexfenfluramine, phentiramine, a β_3

adrenoceptor agonist, sibutramine, a gastrointestinal lipase inhibitor, a leptin, neuropeptide Y, enterostatin, cholecystokinin, bombesin, amylin, a histamine H₃ receptor, a dopamine D₂ receptor, melanocyte stimulating hormone, corticotrophin releasing factor, galanin or gamma amino butyric acid.

26. (Original) The composition of claim 25, wherein the gastrointestinal lipase inhibitor is orlistat.

27. (Currently amended) A pharmaceutical composition, comprising:

(a) a compound of formulae I:



or a pharmaceutically acceptable derivative thereof, wherein:

A, D, E and G are selected from (i) or (ii) as follows:

(i) A and G are each independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclylalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, substituted or unsubstituted heteroarylium, substituted or unsubstituted heteroaryliumalkyl, halo, pseudohalo, OR¹⁰, SR¹⁰, S(=O)R¹³, S(=O)₂R¹³, NR¹¹R¹² and C(=J)R¹³, or A and G together form substituted or unsubstituted alkylene, substituted or unsubstituted azaalkylene, substituted or unsubstituted oxaalkylene, substituted or unsubstituted thiaalkylene, substituted or unsubstituted alkenylene, substituted or unsubstituted alkynylene, substituted or unsubstituted 1,3-butadienylene, substituted or unsubstituted 1-aza-1,3-butadienylene, or substituted or unsubstituted 2-aza-1,3-butadienylene;

D and E are each independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclylalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, halo and pseudohalo or D and E together form a bond; or

(ii) A and D; or E and G; together form substituted or unsubstituted alkylene, substituted or unsubstituted azaalkylene, substituted or

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unsubstituted oxaalkylene, or substituted or unsubstituted thiaalkylene; and the others of A, D, E and G are selected as in (i);

X^1 and X^2 are each independently selected from O, S, S(=O), S(=O)₂, Se, NR⁵, CR⁶R⁷ and CR⁸=CR⁹;

X^3 is O, S, Se, NR⁵ or CR⁶R⁷;

R^1 and R^2 are each independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, substituted or unsubstituted heteroarylium, substituted or unsubstituted heteroaryliumalkyl, OR¹⁰, SR¹⁰, S(=O)R¹³, S(=O)₂R¹³, NR¹¹R¹² and C(=J)R¹³;

R^3 is hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted heteroarylium, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, substituted or unsubstituted heteroaryliumalkyl, OR¹⁰, SR¹⁰, S(=O)R¹³, S(=O)₂R¹³, NR¹¹R¹² and C(=J)R¹³; where

R^5 , R^6 , R^7 , R^8 and R^9 are each independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, halo, pseudohalo, OR¹⁰, NR¹⁴R¹⁵ and C(=J)R¹³;

R^{10} , R^{11} and R^{12} are each independently hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl or C(=J)R¹³;

J is O, S or NR¹⁴;

R^{13} is selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, pseudohalo, OR¹⁶ and NR¹⁴R¹⁵;

R^{14} , R^{15} and R^{16} are each independently selected from hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, heterocyclyl, cycloalkylalkyl, heterocyclalkyl, aryl, heteroaryl, aralkyl and heteroaralkyl;

where the alkyl, alkenyl, alkynyl, cycloalkyl, heterocyclyl, cycloalkylalkyl, heterocyclalkyl, aryl, heteroaryl, heteroarylium, aralkyl, heteroaralkyl and

heteroaryliumalkyl moieties of A, D, E, G, R^1 , R^2 , R^3 , R^5 , R^6 , R^7 , R^8 , R^9 , R^{10} , R^{11} , R^{12} and R^{13} are unsubstituted or substituted with one or more substituents each independently selected from Q^1 , where Q^1 is halo, pseudohalo, hydroxy, oxo, thia, nitrile, nitro, formyl, mercapto, hydroxycarbonyl, hydroxycarbonylalkyl, alkyl, haloalkyl, polyhaloalkyl, aminoalkyl, diaminoalkyl, alkenyl containing 1 to 2 double bonds, alkynyl containing 1 to 2 triple bonds, cycloalkyl, cycloalkylalkyl, heterocyclyl, heterocyclylalkyl, aryl, heteroaryl, aralkyl, aralkenyl, aralkynyl, heteroarylalkyl, trialkylsilyl, dialkylarylsilyl, alkyl diarylsilyl, triarylsilyl, alkylidene, arylalkylidene, alkylcarbonyl, arylcarbonyl, heteroarylcarbonyl, alkoxycarbonyl, alkoxycarbonylalkyl, aryloxy carbonyl, aryloxy carbonylalkyl, aralkoxycarbonyl, aralkoxycarbonylalkyl, arylcarbonylalkyl, aminocarbonyl, alkylaminocarbonyl, dialkylaminocarbonyl, arylaminocarbonyl, diarylaminocarbonyl, arylalkylaminocarbonyl, alkoxy, aryloxy, heteroaryloxy, heteroaralkoxy, heterocyclyloxy, cycloalkoxy, perfluoroalkoxy, alkenyloxy, alkynyloxy, aralkoxy, alkylcarbonyloxy, arylcarbonyloxy, aralkylcarbonyloxy, alkoxycarbonyloxy, aryloxy carbonyloxy, aralkoxycarbonyloxy, aminocarbonyloxy, alkylaminocarbonyloxy, dialkylaminocarbonyloxy, alkylarylaminocarbonyloxy, diarylaminocarbonyloxy, guanidino, isothioureido, ureido, N-alkylureido, N-arylureido, N'-alkylureido, N',N'-dialkylureido, N'-alkyl-N'-arylureido, N',N'-diarylureido, N'-arylureido, N,N'-dialkylureido, N-alkyl-N'-arylureido, N-aryl-N'-alkylureido, N,N'-diarylureido, N,N',N'-trialkylureido, N,N'-dialkyl-N'-arylureido, N-alkyl-N',N'-diarylureido, N-aryl-N',N'-dialkylureido, N,N'-diaryl-N'-alkylureido, N,N',N'-trialkylureido, amidino, alkylamidino, arylamidino, imino, hydroxyimino, alkoxyimino, aryloxyimino, aralkoxyimino, alkylazo, arylazo, aralkylazo, aminothiocarbonyl, alkylaminothiocarbonyl, arylaminothiocarbonyl, amino, aminoalkyl, alkylaminoalkyl, dialkylaminoalkyl, arylaminoalkyl, diarylaminoalkyl, alkylarylaminominoalkyl, alkylamino, dialkylamino, haloalkylamino, arylamino, diarylamino, alkylarylamino, alkylcarbonylamino, alkoxycarbonylamino, aralkoxycarbonylamino, arylcarbonylamino, arylcarbonylaminoalkyl, aryloxy carbonylaminoalkyl, aryloxyarylcarbonylamino, aryloxy carbonylamino, alkylsulfonylamino, arylsulfonylamino, heteroarylsulfonylamino, heterocyclylsulfonylamino, heteroarylthio, azido, $-N^+R^{51}R^{52}R^{53}$, $P(R^{50})_2$, $P(=O)(R^{50})_2$, $OP(=O)(R^{50})_2$, $OP(=O)(R^{50})_2$, $-NR^{60}C(=O)R^{63}$, dialkylphosphonyl, alkylarylphosphonyl, diarylphosphonyl, hydroxyphosphonyl, alkylthio, arylthio, perfluoroalkylthio, hydroxycarbonylalkylthio, thiocyno, isothiocyano, alkylsulfinyloxy, alkylsulfonyloxy, arylsulfinyloxy, arylsulfonyloxy, hydroxysulfonyloxy, alkoxy sulfonyloxy, aminosulfonyloxy, alkylaminosulfonyloxy, dialkylaminosulfonyloxy, arylaminosulfonyloxy, diarylaminosulfonyloxy, alkylarylaminosulfonyloxy, alkylsulfynyl, alkylsulfonyl, arylsulfynyl, arylsulfonyl, hydroxysulfonyl, alkoxy sulfonyl, aminosulfonyl, alkylaminosulfonyl, dialkylaminosulfonyl, arylaminosulfonyl, diarylaminosulfonyl or alkylarylaminosulfonyl; or two Q^1 groups, which substitute atoms in a 1,2 or 1,3 arrangement, together form alkylenedioxy, thioalkylenoxy or alkylenedithioxy where y is 1 or 2; or two Q^1 groups, which substitute the same atom, together form alkylene; and

each Q^1 is independently unsubstituted or substituted with one or more substituents each independently selected from Q^2 ;

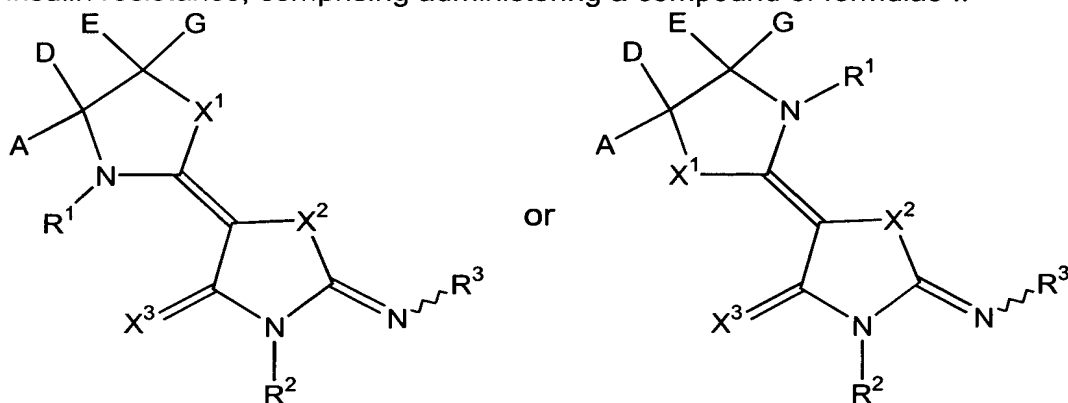
each Q^2 is independently halo, pseudohalo, hydroxy, oxo, thia, nitrile, nitro, formyl, mercapto, hydroxycarbonyl, hydroxycarbonylalkyl, alkyl, haloalkyl, polyhaloalkyl, aminoalkyl, diaminoalkyl, alkenyl containing 1 to 2 double bonds, alkynyl containing 1 to 2 triple bonds, cycloalkyl, cycloalkylalkyl, heterocyclyl,

(b) one or more of the following: ursodeoxycholic acid, a corticosteroid, an anti-infective agent, an anti-viral agent, vitamin D, vitamin A, phenobarbital,

cholestyramine, UV light, an antihistamine, an oral opiate receptor antagonist or a biphosphate.

28. (Original) The composition of claim 27, wherein the anti-infective agent is rifampin, rifadin, or rimactane.

29. (Currently amended) A method for decreasing hyperglycemia and/or insulin resistance, comprising administering a compound of formulae I:



or a pharmaceutically acceptable derivative thereof, wherein:

A, D, E and G are selected from (i) or (ii) as follows:

(i) A and G are each independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclylalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, substituted or unsubstituted heteroarylium, substituted or unsubstituted heteroaryliumalkyl, halo, pseudohalo, OR¹⁰, SR¹⁰, S(=O)R¹³, S(=O)₂R¹³, NR¹¹R¹² and C(=J)R¹³, or A and G together form substituted or unsubstituted alkylene, substituted or unsubstituted azaalkylene, substituted or unsubstituted oxaalkylene, substituted or unsubstituted thiaalkylene, substituted or unsubstituted alkenylene, substituted or unsubstituted alkynylene, substituted or unsubstituted 1,3-butadienylene, substituted or unsubstituted 1-aza-1,3-butadienylene, or substituted or unsubstituted 2-aza-1,3-butadienylene;

D and E are each independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclylalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, halo and pseudohalo or D and E together form a bond; or

(ii) A and D; or E and G; together form substituted or unsubstituted alkylene, substituted or unsubstituted azaalkylene, substituted or unsubstituted oxaalkylene, or substituted or unsubstituted thiaalkylene; and the others of A, D, E and G are selected as in (i);

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X^1 and X^2 are each independently selected from O, S, S(=O), S(=O)₂, Se, NR⁵, CR⁶R⁷ and CR⁸=CR⁹;

X^3 is O, S, Se, NR⁵ or CR⁶R⁷;

R^1 and R^2 are each independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, substituted or unsubstituted heteroarylium, substituted or unsubstituted heteroaryliumalkyl, OR¹⁰, SR¹⁰, S(=O)R¹³, S(=O)₂R¹³, NR¹¹R¹² and C(=J)R¹³;

R^3 is hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted heteroarylium, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, substituted or unsubstituted heteroaryliumalkyl, OR¹⁰, SR¹⁰, S(=O)R¹³, S(=O)₂R¹³, NR¹¹R¹² and C(=J)R¹³; where

R^5 , R^6 , R^7 , R^8 and R^9 are each independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, halo, pseudohalo, OR¹⁰, NR¹⁴R¹⁵ and C(=J)R¹³;

R^{10} , R^{11} and R^{12} are each independently hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl or C(=J)R¹³;

J is O, S or NR¹⁴;

R^{13} is selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, pseudohalo, OR¹⁶ and NR¹⁴R¹⁵;

R^{14} , R^{15} and R^{16} are each independently selected from hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, heterocyclyl, cycloalkylalkyl, heterocyclalkyl, aryl, heteroaryl, aralkyl and heteroaralkyl;

where the alkyl, alkenyl, alkynyl, cycloalkyl, heterocyclyl, cycloalkylalkyl, heterocyclalkyl, aryl, heteroaryl, heteroarylium, aralkyl, heteroaralkyl and heteroaryliumalkyl moieties of A, D, E, G, R¹, R², R³, R⁵, R⁶, R⁷, R⁸, R⁹, R¹⁰, R¹¹, R¹² and R¹³ are unsubstituted or substituted with one or more substituents each

independently selected from Q^1 , where Q^1 is halo, pseudohalo, hydroxy, oxo, thia, nitrile, nitro, formyl, mercapto, hydroxycarbonyl, hydroxycarbonylalkyl, alkyl, haloalkyl, polyhaloalkyl, aminoalkyl, diaminoalkyl, alkenyl containing 1 to 2 double bonds, alkynyl containing 1 to 2 triple bonds, cycloalkyl, cycloalkylalkyl, heterocyclyl, heterocyclylalkyl, aryl, heteroaryl, aralkyl, aralkenyl, aralkynyl, heteroarylalkyl, trialkylsilyl, dialkylarylsilyl, alkyl diarylsilyl, triarylsilyl, alkylidene, arylalkylidene, alkylcarbonyl, arylcarbonyl, heteroarylcarbonyl, alkoxycarbonyl, alkoxycarbonylalkyl, aryloxy carbonyl, aryloxy carbonylalkyl, aralkoxycarbonyl, aralkoxycarbonylalkyl, arylcarbonylalkyl, aminocarbonyl, alkylaminocarbonyl, dialkylaminocarbonyl, arylaminocarbonyl, diarylaminocarbonyl, arylalkylaminocarbonyl, alkoxy, aryloxy, heteroaryloxy, heteroaralkoxy, heterocyclyloxy, cycloalkoxy, perfluoroalkoxy, alkenyloxy, alkynyloxy, aralkoxy, alkylcarbonyloxy, arylcarbonyloxy, aralkylcarbonyloxy, alkoxycarbonyloxy, aryloxy carbonyloxy, aralkoxycarbonyloxy, aminocarbonyloxy, alkylaminocarbonyloxy, dialkylaminocarbonyloxy, alkylarylaminocarbonyloxy, diarylaminocarbonyloxy, guanidino, isothioureido, ureido, N-alkylureido, N-arylureido, N'-alkylureido, N',N'-dialkylureido, N'-alkyl-N'-arylureido, N',N'-diarylureido, N'-arylureido, N,N'-dialkylureido, N-alkyl-N'-arylureido, N-aryl-N'-alkylureido, N,N'-diarylureido, N,N',N'-trialkylureido, N,N'-dialkyl-N'-arylureido, N-alkyl-N',N'-diarylureido, N-aryl-N',N'-dialkylureido, N,N'-diaryl-N'-alkylureido, N,N',N'-trialkylureido, amidino, alkylamidino, arylamidino, imino, hydroxyimino, alkoxyimino, aryloxyimino, aralkoxyimino, alkylazo, arylazo, aralkylazo, aminothiocarbonyl, alkylaminothiocarbonyl, arylaminothiocarbonyl, amino, aminoalkyl, alkylaminoalkyl, dialkylaminoalkyl, arylaminoalkyl, diarylaminoalkyl, alkylarylaminominoalkyl, alkylamino, dialkylamino, haloalkylamino, arylamino, diarylamino, alkylarylamino, alkylcarbonylamino, alkoxycarbonylamino, aralkoxycarbonylamino, arylcarbonylamino, arylcarbonylaminoalkyl, aryloxy carbonylaminoalkyl, aryloxyarylcarbonylamino, aryloxy carbonylamino, alkylsulfonylamino, arylsulfonylamino, heteroarylsulfonylamino, heterocyclylsulfonylamino, heteroarylthio, azido, $-N^+R^{51}R^{52}R^{53}$, $P(R^{50})_2$, $P(=O)(R^{50})_2$, $OP(=O)(R^{50})_2$, $OP(=O)(R^{50})_2$, $-NR^{60}C(=O)R^{63}$, dialkylphosphonyl, alkylarylphosphonyl, diarylphosphonyl, hydroxyphosphonyl, alkylthio, arylthio, perfluoroalkylthio, hydroxycarbonylalkylthio, thiocyno, isothiocyano, alkylsulfinyloxy, alkylsulfonyloxy, arylsulfinyloxy, arylsulfonyloxy, hydroxysulfonyloxy, alkoxysulfonyloxy, aminosulfonyloxy, alkylaminosulfonyloxy, dialkylaminosulfonyloxy, arylaminosulfonyloxy, diarylaminosulfonyloxy, alkylarylaminosulfonyloxy, alkylsulfinyl, alkylsulfonyl, arylsulfinyl, arylsulfonyl, hydroxysulfonyl, alkoxysulfonyl, aminosulfonyl, alkylaminosulfonyl, dialkylaminosulfonyl, arylaminosulfonyl, diarylaminosulfonyl or alkylarylaminosulfonyl; or two Q^1 groups, which substitute atoms in a 1,2 or 1,3 arrangement, together form alkylenedioxy, thioalkylenoxy or alkylenedithioxy where y is 1 or 2; or two Q^1 groups, which substitute the same atom, together form alkylene; and

each Q^1 is independently unsubstituted or substituted with one or more substituents each independently selected from Q^2 ;

each Q^2 is independently halo, pseudohalo, hydroxy, oxo, thia, nitrile, nitro, formyl, mercapto, hydroxycarbonyl, hydroxycarbonylalkyl, alkyl, haloalkyl, polyhaloalkyl, aminoalkyl, diaminoalkyl, alkenyl containing 1 to 2 double bonds, alkynyl containing 1 to 2 triple bonds, cycloalkyl, cycloalkylalkyl, heterocyclyl, heterocyclylalkyl, aryl, heteroaryl, aralkyl, aralkenyl, aralkynyl, heteroarylalkyl, trialkylsilyl, dialkylarylsilyl, alkyl diarylsilyl, triarylsilyl, alkylidene, arylalkylidene,

alkylcarbonyl, arylcarbonyl, heteroarylcarbonyl, alkoxycarbonyl, alkoxycarbonylalkyl, aryloxy carbonyl, aryloxy carbonylalkyl, aralkoxycarbonyl, aralkoxycarbonylalkyl, arylcarbonylalkyl, aminocarbonyl, alkylaminocarbonyl, dialkylaminocarbonyl, arylaminocarbonyl, diarylaminocarbonyl, arylalkylaminocarbonyl, alkoxy, aryloxy, heteroaryloxy, heteroaralkoxy, heterocyclyloxy, cycloalkoxy, perfluoroalkoxy, alkenyloxy, alkynyloxy, aralkoxy, alkylcarbonyloxy, arylcarbonyloxy, aralkylcarbonyloxy, alkoxycarbonyloxy, aryloxy carbonyloxy, aralkoxycarbonyloxy, aminocarbonyloxy, alkylaminocarbonyloxy, dialkylaminocarbonyloxy, alkylarylaminocarbonyloxy, diarylaminocarbonyloxy, guanidino, isothioureido, ureido, N-alkylureido, N-arylureido, N'-alkylureido, N',N'-dialkylureido, N'-alkyl-N'-arylureido, N',N'-diarylureido, N'-arylureido, N,N'-dialkylureido, N-alkyl-N'-arylureido, N-aryl-N'-alkylureido, N,N'-diarylureido, N,N',N'-trialkylureido, N,N'-dialkyl-N'-arylureido, N-alkyl-N',N'-diarylureido, N-aryl-N',N'-dialkylureido, N,N'-diaryl-N'-alkylureido, N,N',N'-triarylureido, amidino, alkylamidino, arylamidino, aminothiocabonyl, alkylaminothiocabonyl, arylaminothiocabonyl, amino, aminoalkyl, alkylaminoalkyl, dialkylaminoalkyl, arylaminoalkyl, diarylaminoalkyl, alkylarylaminoalkyl, alkylamino, dialkylamino, haloalkylamino, arylamino, diarylamino, alkylarylamino, alkylcarbonylamino, alkoxycarbonylamino, aralkoxycarbonylamino, arylcarbonylamino, arylcarbonylaminoalkyl, aryloxy carbonylaminoalkyl, aryloxyarylcarbonylamino, aryloxy carbonylamino, alkylsulfonylamino, arylsulfonylamino, heteroarylsulfonylamino, heterocyclylsulfonylamino, heteroarylthio, azido, $-N^+R^{51}R^{52}R^{53}$, $P(R^{50})_2$, $P(=O)(R^{50})_2$, $OP(=O)(R^{50})_2$, $OP(=O)(R^{50})_2$, $-NR^{60}C(=O)R^{63}$, dialkylphosphonyl, alkylarylphosphonyl, diarylphosphonyl, hydroxyphosphonyl, alkylthio, arylthio, perfluoroalkylthio, hydroxycarbonylalkylthio, thiocyno, isothiocyano, alkylsulfinyloxy, alkylsulfonyloxy, arylsulfinyloxy, arylsulfonyloxy, hydroxysulfonyloxy, alkoxysulfonyloxy, aminosulfonyloxy, alkylaminosulfonyloxy, dialkylaminosulfonyloxy, arylaminosulfonyloxy, diarylaminosulfonyloxy, alkylarylaminosulfonyloxy, alkylsulfinyl, alkylsulfonyl, arylsulfinyl, arylsulfonyl, hydroxysulfonyl, alkoxysulfonyl, aminosulfonyl, alkylaminosulfonyl, dialkylaminosulfonyl, arylaminosulfonyl, diarylaminosulfonyl or alkylarylaminosulfonyl; or two Q^2 groups, which substitute atoms in a 1,2 or 1,3 arrangement, together form alkylenedioxy, thioalkylenoxy or alkylenedithioxy where y is 1 or 2; or two Q^2 groups, which substitute the same atom, together form alkylene;

each Q^2 is independently unsubstituted or substituted with one or more substituents each independently selected from alkyl, halo and pseudohalo;

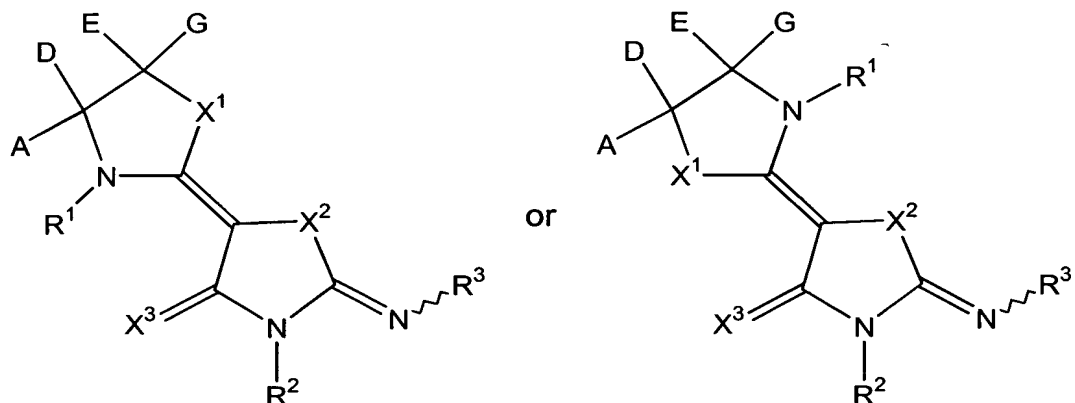
R^{50} is hydroxy, alkoxy, aralkoxy, alkyl, heteroaryl, heterocyclyl, aryl or $-NR^{70}R^{71}$, where R^{70} and R^{71} are each independently hydrogen, alkyl, aralkyl, aryl, heteroaryl, heteroaralkyl or heterocyclyl, or R^{70} and R^{71} together form alkylene, azaalkylene, oxaalkylene or thiaalkylene;

R^{51} , R^{52} and R^{53} are each independently hydrogen, alkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, heterocyclyl or heterocyclylalkyl;

R^{60} is hydrogen, alkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, heterocyclyl or heterocyclylalkyl; and

R^{63} is alkoxy, aralkoxy, alkyl, heteroaryl, heterocyclyl, aryl or $-NR^{70}R^{71}$.

30. (Currently amended) A method for treatment, prevention or amelioration of one or more symptoms or complications of type II diabetes, comprising administering a compound of formulae I:



or a pharmaceutically acceptable derivative thereof, wherein:

A, D, E and G are selected from (i) or (ii) as follows:

(i) A and G are each independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, substituted or unsubstituted heteroarylium, substituted or unsubstituted heteroaryliumalkyl, halo, pseudohalo, OR^{10} , SR^{10} , $S(=O)R^{13}$, $S(=O)_2R^{13}$, $NR^{11}R^{12}$ and $C(=J)R^{13}$, or A and G together form substituted or unsubstituted alkylene, substituted or unsubstituted azaalkylene, substituted or unsubstituted oxaalkylene, substituted or unsubstituted thiaalkylene, substituted or unsubstituted alkenylene, substituted or unsubstituted alkynylene, substituted or unsubstituted 1,3-butadienylene, substituted or unsubstituted 1-aza-1,3-butadienylene, or substituted or unsubstituted 2-aza-1,3-butadienylene;

D and E are each independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, halo and pseudohalo or D and E together form a bond; or

(ii) A and D; or E and G; together form substituted or unsubstituted alkylene, substituted or unsubstituted azaalkylene, substituted or unsubstituted oxaalkylene, or substituted or unsubstituted thiaalkylene; and the others of A, D, E and G are selected as in (i);

X^1 and X^2 are each independently selected from O, S, $S(=O)$, $S(=O)_2$, Se, NR^5 , CR^6R^7 and $CR^8=CR^9$;

X^3 is O, S, Se, NR^5 or CR^6R^7 ;

R^1 and R^2 are each independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted

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heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, substituted or unsubstituted heteroarylium, substituted or unsubstituted heteroaryliumalkyl, OR¹⁰, SR¹⁰, S(=O)R¹³, S(=O)₂R¹³, NR¹¹R¹² and C(=J)R¹³.

R³ is hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted heteroarylium, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, substituted or unsubstituted heteroaryliumalkyl, OR¹⁰, SR¹⁰, S(=O)R¹³, S(=O)₂R¹³, NR¹¹R¹² and C(=J)R¹³; where

R⁵, R⁶, R⁷, R⁸ and R⁹ are each independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, halo, pseudohalo, OR¹⁰, NR¹⁴R¹⁵ and C(=J)R¹³;

R¹⁰, R¹¹ and R¹² are each independently hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl or C(=J)R¹³;

J is O, S or NR¹⁴;

R¹³ is selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, pseudohalo, OR¹⁶ and NR¹⁴R¹⁵;

R¹⁴, R¹⁵ and R¹⁶ are each independently selected from hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, heterocycl, cycloalkylalkyl, heterocyclalkyl, aryl, heteroaryl, aralkyl and heteroaralkyl;

where the alkyl, alkenyl, alkynyl, cycloalkyl, heterocycl, cycloalkylalkyl, heterocyclalkyl, aryl, heteroaryl, heteroarylium, aralkyl, heteroaralkyl and heteroaryliumalkyl moieties of A, D, E, G, R¹, R², R³, R⁵, R⁶, R⁷, R⁸, R⁹, R¹⁰, R¹¹, R¹² and R¹³ are unsubstituted or substituted with one or more substituents each independently selected from Q¹, where Q¹ is halo, pseudohalo, hydroxy, oxo, thia, nitrile, nitro, formyl, mercapto, hydroxycarbonyl, hydroxycarbonylalkyl, alkyl, haloalkyl, polyhaloalkyl, aminoalkyl, diaminoalkyl, alkenyl containing 1 to 2 double bonds, alkynyl containing 1 to 2 triple bonds, cycloalkyl, cycloalkylalkyl, heterocycl, heterocyclalkyl, aryl, heteroaryl, aralkyl, aralkenyl, aralkynyl, heteroarylalkyl, trialkylsilyl, dialkylarylsilyl, alkylidiarylsilyl, triarylsilyl, alkylidene, arylalkylidene, alkylcarbonyl, arylcarbonyl, heteroarylcarbonyl, alkoxycarbonyl, alkoxycarbonylalkyl,

aryloxyacetyl, aryloxyacetylalkyl, aralkoxyacetyl, aralkoxyacetylalkyl, arylacetylalkyl, aminocarbonyl, alkylaminocarbonyl, dialkylaminocarbonyl, arylaminocarbonyl, diarylaminocarbonyl, arylalkylaminocarbonyl, alkoxy, aryloxy, heteroaryloxy, heteroaralkoxy, heterocycloxy, cycloalkoxy, perfluoroalkoxy, alkenyloxy, alkynyloxy, aralkoxy, alkylcarbonyloxy, arylcarbonyloxy, aralkylcarbonyloxy, alkoxyacetyl, aryloxyacetyl, aralkoxyacetyl, aminocarbonyloxy, alkylaminocarbonyloxy, dialkylaminocarbonyloxy, alkylarylaminocarbonyloxy, diarylaminocarbonyloxy, guanidino, isothioureido, ureido, N-alkylureido, N-arylureido, N'-alkylureido, N',N'-dialkylureido, N'-alkyl-N'-arylureido, N',N'-diarylureido, N'-arylureido, N,N'-dialkylureido, N-alkyl-N'-arylureido, N-aryl-N'-alkylureido, N,N'-diarylureido, N,N',N'-trialkylureido, N,N'-dialkyl-N'-arylureido, N-alkyl-N',N'-diarylureido, N-aryl-N',N'-dialkylureido, N,N'-diaryl-N'-alkylureido, N,N',N'-trialkylureido, amidino, alkylamidino, arylamidino, imino, hydroxyimino, alkoxyimino, aryloxyimino, aralkoxyimino, alkylazo, arylazo, aralkylazo, aminothiocarbonyl, alkylaminothiocarbonyl, arylaminothiocarbonyl, amino, aminoalkyl, alkylaminoalkyl, dialkylaminoalkyl, arylaminoalkyl, diarylaminoalkyl, alkylarylaminoalkyl, alkylamino, dialkylamino, haloalkylamino, arylamino, diarylamino, alkylarylamino, alkylcarbonylamino, alkoxyacetyl, aralkoxyacetyl, arylacetyl, arylacetylalkyl, aryloxyarylacetyl, aryloxyacetyl, alkylsulfonylamino, arylsulfonylamino, heteroarylsulfonylamino, heterocyclylsulfonylamino, heteroarylthio, azido, $-N^+R^{51}R^{52}R^{53}$, $P(R^{50})_2$, $P(=O)(R^{50})_2$, $OP(=O)(R^{50})_2$, $OP(=O)(R^{50})_2$, $-NR^{60}C(=O)R^{63}$, dialkylphosphonyl, alkylarylphosphonyl, diarylphosphonyl, hydroxyphosphonyl, alkylthio, arylthio, perfluoroalkylthio, hydroxycarbonylalkylthio, thiocyno, isothiocyno, alkylsulfinyloxy, alkylsulfonyloxy, arylsulfinyloxy, arylsulfonyloxy, hydroxysulfonyloxy, alkoxyulfonyloxy, aminosulfonyloxy, alkylaminosulfonyloxy, dialkylaminosulfonyloxy, arylaminosulfonyloxy, diarylaminosulfonyloxy, alkylarylaminosulfonyloxy, alkylsulfinyl, alkylsulfonyl, arylsulfinyl, arylsulfonyl, hydroxysulfonyl, alkoxyulfonyl, aminosulfonyl, alkylaminosulfonyl, dialkylaminosulfonyl, arylaminosulfonyl, diarylaminosulfonyl or alkylarylaminosulfonyl; or two Q^1 groups, which substitute atoms in a 1,2 or 1,3 arrangement, together form alkylenedioxy, thioalkylenoxy or alkylenedithioxy where y is 1 or 2; or two Q^1 groups, which substitute the same atom, together form alkylene; and

each Q^1 is independently unsubstituted or substituted with one or more substituents each independently selected from Q^2 ;

each Q^2 is independently halo, pseudohalo, hydroxy, oxo, thia, nitrile, nitro, formyl, mercapto, hydroxycarbonyl, hydroxycarbonylalkyl, alkyl, haloalkyl, polyhaloalkyl, aminoalkyl, diaminoalkyl, alkenyl containing 1 to 2 double bonds, alkynyl containing 1 to 2 triple bonds, cycloalkyl, cycloalkylalkyl, heterocyclyl, heterocyclylalkyl, aryl, heteroaryl, aralkyl, aralkenyl, aralkynyl, heteroarylalkyl, trialkylsilyl, dialkylarylsilyl, alkylidiarylsilyl, triarylsilyl, alkylidene, arylalkylidene, alkylcarbonyl, arylcarbonyl, heteroarylcarbonyl, alkoxyacetyl, alkoxyacetylalkyl, aryloxyacetyl, aryloxyacetylalkyl, aralkoxyacetyl, aralkoxyacetylalkyl, arylacetylalkyl, aminocarbonyl, alkylaminocarbonyl, dialkylaminocarbonyl, arylaminocarbonyl, diarylaminocarbonyl, arylalkylaminocarbonyl, alkoxy, aryloxy, heteroaryloxy, heteroaralkoxy, heterocycloxy, cycloalkoxy, perfluoroalkoxy, alkenyloxy, alkynyloxy, aralkoxy, alkylcarbonyloxy, arylcarbonyloxy, aralkylcarbonyloxy, alkoxyacetyl, aryloxyacetyl, aralkoxyacetyl, aminocarbonyloxy, alkylaminocarbonyloxy, dialkylaminocarbonyloxy, alkylarylaminocarbonyloxy, diarylaminocarbonyloxy, guanidino, isothioureido, ureido, N-alkylureido, N-arylureido, N'-alkylureido, N',N'-dialkylureido, N'-alkyl-N'-arylureido, N',N'-diarylureido, N'-arylureido, N,N'-dialkylureido, N-alkyl-N'-arylureido, N-aryl-N'-alkylureido, N,N'-diarylureido, N,N',N'-trialkylureido, N,N'-dialkyl-N'-arylureido, N-alkyl-N',N'-diarylureido, N-aryl-N',N'-dialkylureido, N,N'-diaryl-N'-alkylureido, N,N',N'-trialkylureido, amidino, alkylamidino, arylamidino, imino, hydroxyimino, alkoxyimino, aryloxyimino, aralkoxyimino, alkylazo, arylazo, aralkylazo, aminothiocarbonyl, alkylaminothiocarbonyl, arylaminothiocarbonyl, amino, aminoalkyl, alkylaminoalkyl, dialkylaminoalkyl, arylaminoalkyl, diarylaminoalkyl, alkylarylaminoalkyl, alkylamino, dialkylamino, haloalkylamino, arylamino, diarylamino, alkylarylamino, alkylcarbonylamino, alkoxyacetyl, aralkoxyacetyl, arylacetyl, arylacetylalkyl, aryloxyarylacetyl, aryloxyacetyl, alkylsulfonylamino, arylsulfonylamino, heteroarylsulfonylamino, heterocyclylsulfonylamino, heteroarylthio, azido, $-N^+R^{51}R^{52}R^{53}$, $P(R^{50})_2$, $P(=O)(R^{50})_2$, $OP(=O)(R^{50})_2$, $OP(=O)(R^{50})_2$, $-NR^{60}C(=O)R^{63}$, dialkylphosphonyl, alkylarylphosphonyl, diarylphosphonyl, hydroxyphosphonyl, alkylthio, arylthio, perfluoroalkylthio, hydroxycarbonylalkylthio, thiocyno, isothiocyno, alkylsulfinyloxy, alkylsulfonyloxy, arylsulfinyloxy, arylsulfonyloxy, hydroxysulfonyloxy, alkoxyulfonyloxy, aminosulfonyloxy, alkylaminosulfonyloxy, dialkylaminosulfonyloxy, arylaminosulfonyloxy, diarylaminosulfonyloxy, alkylarylaminosulfonyloxy, alkylsulfinyl, alkylsulfonyl, arylsulfinyl, arylsulfonyl, hydroxysulfonyl, alkoxyulfonyl, aminosulfonyl, alkylaminosulfonyl, dialkylaminosulfonyl, arylaminosulfonyl, diarylaminosulfonyl or alkylarylaminosulfonyl; or two Q^1 groups, which substitute atoms in a 1,2 or 1,3 arrangement, together form alkylenedioxy, thioalkylenoxy or alkylenedithioxy where y is 1 or 2; or two Q^1 groups, which substitute the same atom, together form alkylene; and

aminocarbonyloxy, alkylaminocarbonyloxy, dialkylaminocarbonyloxy, alkylarylamino carbonyloxy, diarylamino carbonyloxy, guanidino, isothioureido, ureido, N-alkylureido, N-arylureido, N'-alkylureido, N',N'-dialkylureido, N'-alkyl-N'-arylureido, N',N'-diarylureido, N'-arylureido, N,N'-dialkylureido, N-alkyl-N'-arylureido, N-aryl-N'-alkylureido, N,N'-diarylureido, N,N',N'-trialkylureido, N,N'-dialkyl-N'-arylureido, N-alkyl-N',N'-diarylureido, N-aryl-N',N'-dialkylureido, N,N'-diaryl-N'-alkylureido, N,N',N'-triarylureido, amidino, alkylamidino, arylamidino, aminothiocarbonyl, alkylaminothiocarbonyl, arylaminothiocarbonyl, amino, aminoalkyl, alkylaminoalkyl, dialkylaminoalkyl, arylaminoalkyl, diarylaminoalkyl, alkylarylaminoalkyl, alkylamino, dialkylamino, haloalkylamino, arylamino, diarylamino, alkylarylamino, alkylcarbonylamino, alkoxy carbonylamino, aralkoxy carbonylamino, arylcarbonylamino, arylcarbonylaminoalkyl, aryloxy carbonylaminoalkyl, aryloxy arylcarbonylamino, aryloxy carbonylamino, alkylsulfonylamino, arylsulfonylamino, heteroaryl sulfonylamino, heterocyclyl sulfonylamino, heteroarylthio, azido, $-N^+R^{51}R^{52}R^{53}$, $P(R^{50})_2$, $P(=O)(R^{50})_2$, $OP(=O)(R^{50})_2$, $OP(=O)(R^{50})_2$, $-NR^{60}C(=O)R^{63}$, dialkylphosphonyl, alkylarylphosphonyl, diarylphosphonyl, hydroxyphosphonyl, alkylthio, arylthio, perfluoroalkylthio, hydroxycarbonylalkylthio, thiocyno, isothiocyano, alkylsulfinyloxy, alkylsulfonyloxy, arylsulfinyloxy, arylsulfonyloxy, hydroxysulfonyloxy, alkoxy sulfonyloxy, aminosulfonyloxy, alkylaminosulfonyloxy, dialkylaminosulfonyloxy, arylaminosulfonyloxy, diarylamino sulfonyloxy, alkylarylamino sulfonyloxy, alkylsulfinyl, alkylsulfonyl, arylsulfinyl, arylsulfonyl, hydroxysulfonyl, alkoxy sulfonyl, aminosulfonyl, alkylaminosulfonyl, dialkylaminosulfonyl, arylaminosulfonyl, diarylamino sulfonyl or alkylarylamino sulfonyl; or two Q^2 groups, which substitute atoms in a 1,2 or 1,3 arrangement, together form alkylenedioxy, thioalkylenoxy or alkylenedithioxy where y is 1 or 2; or two Q^2 groups, which substitute the same atom, together form alkylene;

each Q^2 is independently unsubstituted or substituted with one or more substituents each independently selected from alkyl, halo and pseudohalo;

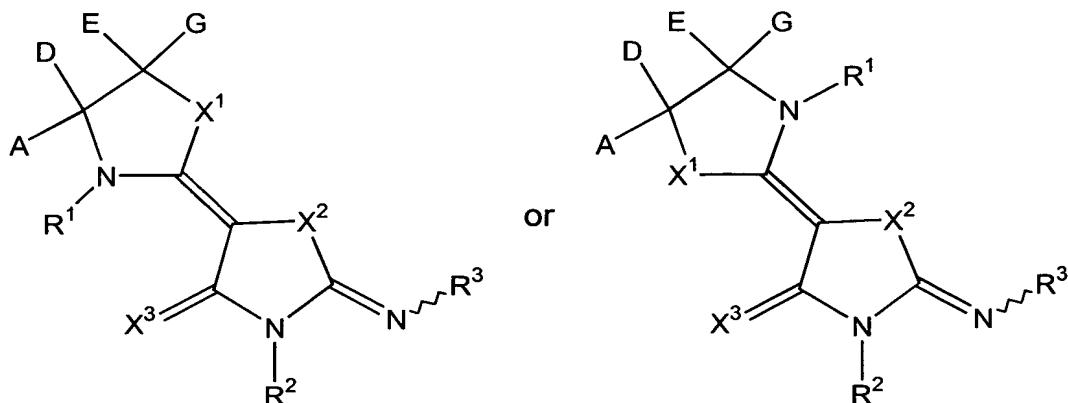
R^{50} is hydroxy, alkoxy, aralkoxy, alkyl, heteroaryl, heterocyclyl, aryl or $-NR^{70}R^{71}$, where R^{70} and R^{71} are each independently hydrogen, alkyl, aralkyl, aryl, heteroaryl, heteroaralkyl or heterocyclyl, or R^{70} and R^{71} together form alkylene, azaalkylene, oxaalkylene or thiaalkylene;

R^{51} , R^{52} and R^{53} are each independently hydrogen, alkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, heterocyclyl or heterocyclylalkyl;

R^{60} is hydrogen, alkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, heterocyclyl or heterocyclylalkyl; and

R^{63} is alkoxy, aralkoxy, alkyl, heteroaryl, heterocyclyl, aryl or $-NR^{70}R^{71}$.

31. (Currently amended) A method of modulating atherosclerosis, comprising administering a compound of formulae I:



or a pharmaceutically acceptable derivative thereof, wherein:

A, D, E and G are selected from (i) or (ii) as follows:

(i) A and G are each independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclylalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, substituted or unsubstituted heteroarylium, substituted or unsubstituted heteroaryliumalkyl, halo, pseudohalo, OR¹⁰, SR¹⁰, S(=O)R¹³, S(=O)₂R¹³, NR¹¹R¹² and C(=J)R¹³, or A and G together form substituted or unsubstituted alkylene, substituted or unsubstituted azaalkylene, substituted or unsubstituted oxaalkylene, substituted or unsubstituted thiaalkylene, substituted or unsubstituted alkenylene, substituted or unsubstituted alkynylene, substituted or unsubstituted 1,3-butadienylene, substituted or unsubstituted 1-aza-1,3-butadienylene, or substituted or unsubstituted 2-aza-1,3-butadienylene;

D and E are each independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclylalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, halo and pseudohalo or D and E together form a bond; or

(ii) A and D; or E and G; together form substituted or unsubstituted alkylene, substituted or unsubstituted azaalkylene, substituted or unsubstituted oxaalkylene, or substituted or unsubstituted thiaalkylene; and the others of A, D, E and G are selected as in (i);

X¹ and X² are each independently selected from O, S, S(=O), S(=O)₂, Se, NR⁵, CR⁶R⁷ and CR⁸=CR⁹;

X³ is O, S, Se, NR⁵ or CR⁶R⁷;

R¹ and R² are each independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted

heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, substituted or unsubstituted heteroarylium, substituted or unsubstituted heteroaryliumalkyl, OR^{10} , SR^{10} , $S(=O)R^{13}$, $S(=O)_2R^{13}$, $NR^{11}R^{12}$ and $C(=J)R^{13}$;

R^3 is hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted heteroarylium, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, substituted or unsubstituted heteroaryliumalkyl, OR^{10} , SR^{10} , $S(=O)R^{13}$, $S(=O)_2R^{13}$, $NR^{11}R^{12}$ and $C(=J)R^{13}$; where

R^5 , R^6 , R^7 , R^8 and R^9 are each independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, halo, pseudohalo, OR^{10} , $NR^{14}R^{15}$ and $C(=J)R^{13}$;

R^{10} , R^{11} and R^{12} are each independently hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl or $C(=J)R^{13}$;

J is O, S or NR^{14} ;

R^{13} is selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, pseudohalo, OR^{16} and $NR^{14}R^{15}$;

R^{14} , R^{15} and R^{16} are each independently selected from hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, heterocycl, cycloalkylalkyl, heterocyclalkyl, aryl, heteroaryl, aralkyl and heteroaralkyl;

where the alkyl, alkenyl, alkynyl, cycloalkyl, heterocycl, cycloalkylalkyl, heterocyclalkyl, aryl, heteroaryl, heteroarylium, aralkyl, heteroaralkyl and heteroaryliumalkyl moieties of A, D, E, G, R^1 , R^2 , R^3 , R^5 , R^6 , R^7 , R^8 , R^9 , R^{10} , R^{11} , R^{12} and R^{13} are unsubstituted or substituted with one or more substituents each independently selected from Q^1 , where Q^1 is halo, pseudohalo, hydroxy, oxo, thia, nitrile, nitro, formyl, mercapto, hydroxycarbonyl, hydroxycarbonylalkyl, alkyl, haloalkyl, polyhaloalkyl, aminoalkyl, diaminoalkyl, alkenyl containing 1 to 2 double bonds, alkynyl containing 1 to 2 triple bonds, cycloalkyl, cycloalkylalkyl, heterocycl, heterocyclalkyl, aryl, heteroaryl, aralkyl, aralkenyl, aralkynyl, heteroarylalkyl, trialkylsilyl, dialkylarylsilyl, alkylidiarylsilyl, triarylsilyl, alkylidene, arylalkylidene, alkylcarbonyl, arylcarbonyl, heteroarylcarbonyl, alkoxycarbonyl, alkoxycarbonylalkyl,

each Q² is independently halo, pseudohalo, hydroxy, oxo, thia, nitrile, nitro, formyl, mercapto, hydroxycarbonyl, hydroxycarbonylalkyl, alkyl, haloalkyl, polyhaloalkyl, aminoalkyl, diaminoalkyl, alkenyl containing 1 to 2 double bonds, alkynyl containing 1 to 2 triple bonds, cycloalkyl, cycloalkylalkyl, heterocyclyl, heterocyclylalkyl, aryl, heteroaryl, aralkyl, aralkenyl, aralkynyl, heteroarylalkyl, trialkylsilyl, dialkylarylsilyl, alkyl diarylsilyl, triarylsilyl, alkylidene, arylalkylidene, alkylcarbonyl, arylcarbonyl, heteroarylcarbonyl, alkoxycarbonyl, alkoxycarbonylalkyl, aryloxy carbonyl, aryloxy carbonylalkyl, aralkoxycarbonyl, aralkoxycarbonylalkyl, arylcarbonylalkyl, aminocarbonyl, alkylaminocarbonyl, dialkylaminocarbonyl, arylaminocarbonyl, diarylaminocarbonyl, arylalkylaminocarbonyl, alkoxy, aryloxy, heteroaryloxy, heteroaralkoxy, heterocyclyloxy, cycloalkoxy, perfluoroalkoxy, alkenyloxy, alkynyloxy, aralkoxy, alkylcarbonyloxy, arylcarbonyloxy, aralkylcarbonyloxy, alkoxycarbonyloxy, aryloxy carbonyloxy, aralkoxycarbonyloxy,

aminocarbonyloxy, alkylaminocarbonyloxy, dialkylaminocarbonyloxy, alkylarylamino carbonyloxy, diarylamino carbonyloxy, guanidino, isothioureido, ureido, N-alkylureido, N-arylureido, N'-alkylureido, N',N'-dialkylureido, N'-alkyl-N'-arylureido, N',N'-diarylureido, N'-arylureido, N,N'-dialkylureido, N-alkyl-N'-arylureido, N-aryl-N'-alkylureido, N,N'-diarylureido, N,N',N'-trialkylureido, N,N'-dialkyl-N'-arylureido, N-alkyl-N',N'-diarylureido, N-aryl-N',N'-dialkylureido, N,N'-diaryl-N'-alkylureido, N,N',N'-triarylureido, amidino, alkylamidino, arylamidino, aminothiocarbonyl, alkylaminothiocarbonyl, arylaminothiocarbonyl, amino, aminoalkyl, alkylaminoalkyl, dialkylaminoalkyl, arylaminoalkyl, diarylaminoalkyl, alkylarylaminoalkyl, alkylamino, dialkylamino, haloalkylamino, arylamino, diarylamino, alkylarylamino, alkylcarbonylamino, alkoxy carbonylamino, aralkoxy carbonylamino, arylcarbonylamino, arylcarbonylaminoalkyl, aryloxy carbonylaminoalkyl, aryloxy arylcarbonylamino, aryloxy carbonylamino, alkylsulfonylamino, arylsulfonylamino, heteroaryl sulfonylamino, heterocyclyl sulfonylamino, heteroarylthio, azido, $-N^+R^{51}R^{52}R^{53}$, $P(R^{50})_2$, $P(=O)(R^{50})_2$, $OP(=O)(R^{50})_2$, $OP(=O)(R^{50})_2$, $-NR^{60}C(=O)R^{63}$, dialkylphosphonyl, alkylarylphosphonyl, diarylphosphonyl, hydroxyphosphonyl, alkylthio, arylthio, perfluoroalkylthio, hydroxycarbonylalkylthio, thiocyno, isothiocyano, alkylsulfinyloxy, alkylsulfonyloxy, arylsulfinyloxy, arylsulfonyloxy, hydroxysulfonyloxy, alkoxy sulfonyloxy, aminosulfonyloxy, alkylaminosulfonyloxy, dialkylaminosulfonyloxy, arylaminosulfonyloxy, diarylamino sulfonyloxy, alkylarylamino sulfonyloxy, alkylsulfinyl, alkylsulfonyl, arylsulfinyl, arylsulfonyl, hydroxysulfonyl, alkoxy sulfonyl, aminosulfonyl, alkylaminosulfonyl, dialkylaminosulfonyl, arylaminosulfonyl, diarylamino sulfonyl or alkylarylamino sulfonyl; or two Q^2 groups, which substitute atoms in a 1,2 or 1,3 arrangement, together form alkylenedioxy, thioalkylenoxy or alkylenedithioxy where y is 1 or 2; or two Q^2 groups, which substitute the same atom, together form alkylene;

each Q^2 is independently unsubstituted or substituted with one or more substituents each independently selected from alkyl, halo and pseudohalo;

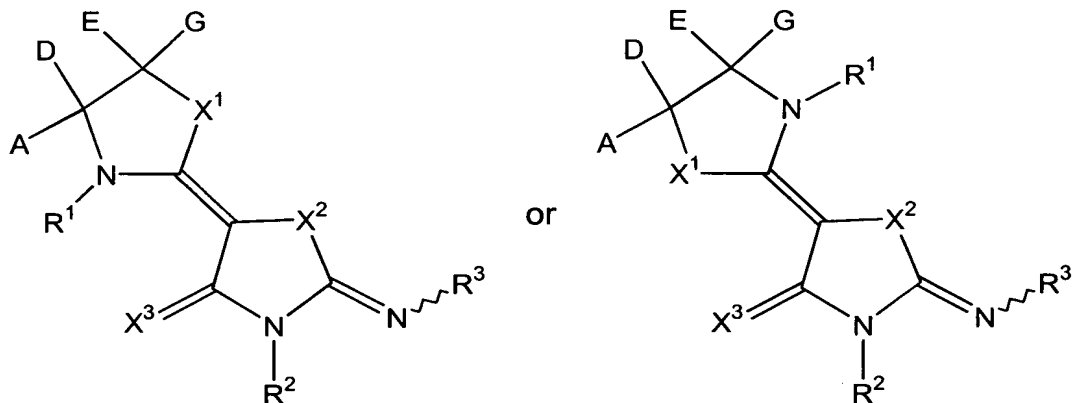
R^{50} is hydroxy, alkoxy, aralkoxy, alkyl, heteroaryl, heterocyclyl, aryl or $-NR^{70}R^{71}$, where R^{70} and R^{71} are each independently hydrogen, alkyl, aralkyl, aryl, heteroaryl, heteroaralkyl or heterocyclyl, or R^{70} and R^{71} together form alkylene, azaalkylene, oxaalkylene or thiaalkylene;

R^{51} , R^{52} and R^{53} are each independently hydrogen, alkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, heterocyclyl or heterocyclylalkyl;

R^{60} is hydrogen, alkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, heterocyclyl or heterocyclylalkyl; and

R^{63} is alkoxy, aralkoxy, alkyl, heteroaryl, heterocyclyl, aryl or $-NR^{70}R^{71}$.

32. (Currently amended) A method of treating, preventing, or ameliorating obesity or complications thereof, comprising administering a compound of formulae I:



or a pharmaceutically acceptable derivative thereof, wherein:

A, D, E and G are selected from (i) or (ii) as follows:

(i) A and G are each independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, substituted or unsubstituted heteroarylium, substituted or unsubstituted heteroaryliumalkyl, halo, pseudohalo, OR¹⁰, SR¹⁰, S(=O)R¹³, S(=O)₂R¹³, NR¹¹R¹² and C(=J)R¹³, or A and G together form substituted or unsubstituted alkylene, substituted or unsubstituted azaalkylene, substituted or unsubstituted oxaalkylene, substituted or unsubstituted thiaalkylene, substituted or unsubstituted alkenylene, substituted or unsubstituted alkynylene, substituted or unsubstituted 1,3-butadienylene, substituted or unsubstituted 1-aza-1,3-butadienylene, or substituted or unsubstituted 2-aza-1,3-butadienylene;

D and E are each independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, halo and pseudohalo or D and E together form a bond; or

(ii) A and D; or E and G; together form substituted or unsubstituted alkylene, substituted or unsubstituted azaalkylene, substituted or unsubstituted oxaalkylene, or substituted or unsubstituted thiaalkylene; and the others of A, D, E and G are selected as in (i);

X¹ and X² are each independently selected from O, S, S(=O), S(=O)₂, Se, NR⁵, CR⁶R⁷ and CR⁸=CR⁹;

X³ is O, S, Se, NR⁵ or CR⁶R⁷;

R¹ and R² are each independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted

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heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted heteroaryl, substituted or unsubstituted heteroarylium, substituted or unsubstituted heteroaryliumalkyl, OR¹⁰, SR¹⁰, S(=O)R¹³, S(=O)₂R¹³, NR¹¹R¹² and C(=J)R¹³;

R³ is hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted heteroarylium, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted heteroaryliumalkyl, OR¹⁰, SR¹⁰, S(=O)R¹³, S(=O)₂R¹³, NR¹¹R¹² and C(=J)R¹³; where

R⁵, R⁶, R⁷, R⁸ and R⁹ are each independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, halo, pseudohalo, OR¹⁰, NR¹⁴R¹⁵ and C(=J)R¹³;

R¹⁰, R¹¹ and R¹² are each independently hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl or C(=J)R¹³;

J is O, S or NR¹⁴;

R¹³ is selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted alkyl, substituted or unsubstituted heteroalkyl, pseudohalo, OR¹⁶ and NR¹⁴R¹⁵;

R¹⁴, R¹⁵ and R¹⁶ are each independently selected from hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, heterocycl, cycloalkylalkyl, heterocyclalkyl, aryl, heteroaryl, alkyl and heteroalkyl;

where the alkyl, alkenyl, alkynyl, cycloalkyl, heterocycl, cycloalkylalkyl, heterocyclalkyl, aryl, heteroaryl, heteroarylium, alkyl, heteroalkyl and heteroaryliumalkyl moieties of A, D, E, G, R¹, R², R³, R⁵, R⁶, R⁷, R⁸, R⁹, R¹⁰, R¹¹, R¹² and R¹³ are unsubstituted or substituted with one or more substituents each independently selected from Q¹, where Q¹ is halo, pseudohalo, hydroxy, oxo, thia, nitrile, nitro, formyl, mercapto, hydroxycarbonyl, hydroxycarbonylalkyl, alkyl, haloalkyl, polyhaloalkyl, aminoalkyl, diaminoalkyl, alkenyl containing 1 to 2 double bonds, alkynyl containing 1 to 2 triple bonds, cycloalkyl, cycloalkylalkyl, heterocycl, heterocyclalkyl, aryl, heteroaryl, alkyl, aralkenyl, aralkynyl, heteroarylalkyl, trialkylsilyl, dialkylarylsilyl, alkylidiarylsilyl, triarylsilyl, alkylidene, arylalkylidene, alkylcarbonyl, arylcarbonyl, heteroarylcarbonyl, alkoxycarbonyl, alkoxycarbonylalkyl,

each Q² is independently halo, pseudohalo, hydroxy, oxo, thia, nitrile, nitro, formyl, mercapto, hydroxycarbonyl, hydroxycarbonylalkyl, alkyl, haloalkyl, polyhaloalkyl, aminoalkyl, diaminoalkyl, alkenyl containing 1 to 2 double bonds, alkynyl containing 1 to 2 triple bonds, cycloalkyl, cycloalkylalkyl, heterocyclyl, heterocyclylalkyl, aryl, heteroaryl, aralkyl, aralkenyl, aralkynyl, heteroarylalkyl, trialkylsilyl, dialkylarylsilyl, alkyl diarylsilyl, triarylsilyl, alkylidene, arylalkylidene, alkylcarbonyl, arylcarbonyl, heteroarylcarbonyl, alkoxycarbonyl, alkoxycarbonylalkyl, aryloxycarbonyl, aryloxycarbonylalkyl, aralkoxycarbonyl, aralkoxycarbonylalkyl, arylcarbonylalkyl, aminocarbonyl, alkylaminocarbonyl, dialkylaminocarbonyl, arylaminocarbonyl, diarylaminocarbonyl, arylalkylaminocarbonyl, alkoxy, aryloxy, heteroaryloxy, heteroaralkoxy, heterocyclyloxy, cycloalkoxy, perfluoroalkoxy, alkenyloxy, alkynyloxy, aralkoxy, alkylcarbonyloxy, arylcarbonyloxy, aralkylcarbonyloxy, alkoxycarbonyloxy, aryloxycarbonyloxy, aralkoxycarbonyloxy,

aminocarbonyloxy, alkylaminocarbonyloxy, dialkylaminocarbonyloxy, alkylarylamino carbonyloxy, diarylamino carbonyloxy, guanidino, isothioureido, ureido, N-alkylureido, N-arylureido, N'-alkylureido, N',N'-dialkylureido, N'-alkyl-N'-arylureido, N',N'-diarylureido, N'-arylureido, N,N'-dialkylureido, N-alkyl-N'-arylureido, N-aryl-N'-alkylureido, N,N'-diarylureido, N,N',N'-trialkylureido, N,N'-dialkyl-N'-arylureido, N-alkyl-N',N'-diarylureido, N-aryl-N',N'-dialkylureido, N,N'-diaryl-N'-alkylureido, N,N',N'-triarylureido, amidino, alkylamidino, arylamidino, aminothiocarbonyl, alkylaminothiocarbonyl, arylaminothiocarbonyl, amino, aminoalkyl, alkylaminoalkyl, dialkylaminoalkyl, arylaminoalkyl, diarylaminoalkyl, alkylarylaminoalkyl, alkylamino, dialkylamino, haloalkylamino, arylamino, diarylamino, alkylarylamino, alkylcarbonylamino, alkoxy carbonylamino, aralkoxy carbonylamino, arylcarbonylamino, arylcarbonylaminoalkyl, aryloxy carbonylaminoalkyl, aryloxy arylcarbonylamino, aryloxy carbonylamino, alkylsulfonylamino, arylsulfonylamino, heteroaryl sulfonylamino, heterocyclyl sulfonylamino, heteroarylthio, azido, $-N^+R^{51}R^{52}R^{53}$, $P(R^{50})_2$, $P(=O)(R^{50})_2$, $OP(=O)(R^{50})_2$, $OP(=O)(R^{50})_2$, $-NR^{60}C(=O)R^{63}$, dialkylphosphonyl, alkylarylphosphonyl, diarylphosphonyl, hydroxyphosphonyl, alkylthio, arylthio, perfluoroalkylthio, hydroxycarbonylalkylthio, thiocyno, isothiocyano, alkylsulfinyloxy, alkylsulfonyloxy, arylsulfinyloxy, arylsulfonyloxy, hydroxysulfonyloxy, alkoxy sulfonyloxy, aminosulfonyloxy, alkylaminosulfonyloxy, dialkylaminosulfonyloxy, arylaminosulfonyloxy, diarylamino sulfonyloxy, alkylarylamino sulfonyloxy, alkylsulfinyl, alkylsulfonyl, arylsulfinyl, arylsulfonyl, hydroxysulfonyl, alkoxy sulfonyl, aminosulfonyl, alkylaminosulfonyl, dialkylaminosulfonyl, arylaminosulfonyl, diarylamino sulfonyl or alkylarylamino sulfonyl; or two Q^2 groups, which substitute atoms in a 1,2 or 1,3 arrangement, together form alkylenedioxy, thioalkylenoxy or alkylenedithioxy where y is 1 or 2; or two Q^2 groups, which substitute the same atom, together form alkylene;

each Q^2 is independently unsubstituted or substituted with one or more substituents each independently selected from alkyl, halo and pseudohalo;

R^{50} is hydroxy, alkoxy, aralkoxy, alkyl, heteroaryl, heterocyclyl, aryl or $-NR^{70}R^{71}$, where R^{70} and R^{71} are each independently hydrogen, alkyl, aralkyl, aryl, heteroaryl, heteroaralkyl or heterocyclyl, or R^{70} and R^{71} together form alkylene, azaalkylene, oxaalkylene or thiaalkylene;

R^{51} , R^{52} and R^{53} are each independently hydrogen, alkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, heterocyclyl or heterocyclylalkyl;

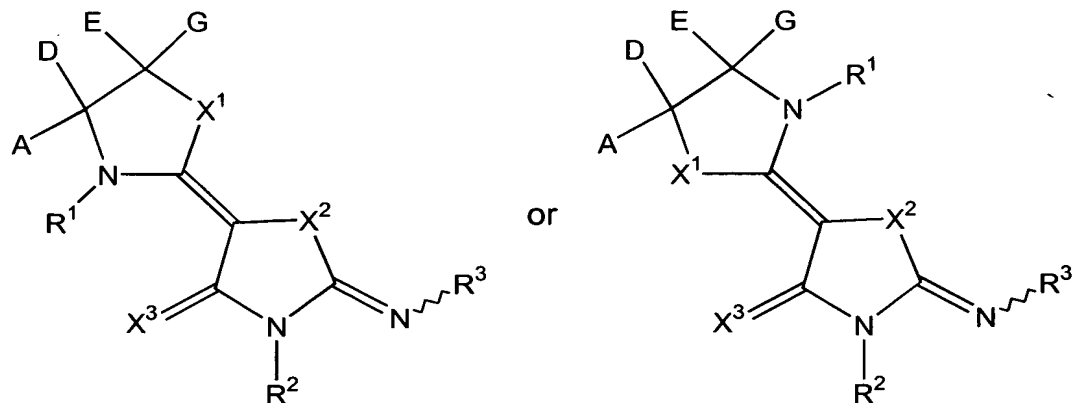
R^{60} is hydrogen, alkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, heterocyclyl or heterocyclylalkyl; and

R^{63} is alkoxy, aralkoxy, alkyl, heteroaryl, heterocyclyl, aryl or $-NR^{70}R^{71}$.

33. (Original) A method of treating, preventing, or ameliorating one or more symptoms of a disease or disorder that is modulated or otherwise affected by nuclear receptor activity or in which nuclear receptor activity is implicated, comprising administering a pharmaceutical composition of claim 1.

34. (Currently amended) A method of treating, preventing, or ameliorating one or more symptoms of a disease or disorder that is modulated or otherwise affected by nuclear receptor activity or in which nuclear receptor activity is implicated, comprising:

(a) administering a compound of formulae I:



or a pharmaceutically acceptable derivative thereof, wherein:

A, D, E and G are selected from (i) or (ii) as follows:

(i) A and G are each independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, substituted or unsubstituted heteroarylium, substituted or unsubstituted heteroaryliumalkyl, halo, pseudohalo, OR¹⁰, SR¹⁰, S(=O)R¹³, S(=O)₂R¹³, NR¹¹R¹² and C(=J)R¹³, or A and G together form substituted or unsubstituted alkylene, substituted or unsubstituted azaalkylene, substituted or unsubstituted oxaalkylene, substituted or unsubstituted thiaalkylene, substituted or unsubstituted alkenylene, substituted or unsubstituted alkynylene, substituted or unsubstituted 1,3-butadienylene, substituted or unsubstituted 1-aza-1,3-butadienylene, or substituted or unsubstituted 2-aza-1,3-butadienylene;

D and E are each independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, halo and pseudohalo or D and E together form a bond; or

(ii) A and D; or E and G; together form substituted or unsubstituted alkylene, substituted or unsubstituted azaalkylene, substituted or unsubstituted oxaalkylene, or substituted or unsubstituted thiaalkylene; and the others of A, D, E and G are selected as in (i);

X¹ and X² are each independently selected from O, S, S(=O), S(=O)₂, Se, NR⁵, CR⁶R⁷ and CR⁸=CR⁹;

X³ is O, S, Se, NR⁵ or CR⁶R⁷;

R¹ and R² are each independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted

heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, substituted or unsubstituted heteroarylium, substituted or unsubstituted heteroaryliumalkyl, OR^{10} , SR^{10} , $S(=O)R^{13}$, $S(=O)_2R^{13}$, $NR^{11}R^{12}$ and $C(=J)R^{13}$.

R^3 is hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted heteroarylium, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, substituted or unsubstituted heteroaryliumalkyl, OR^{10} , SR^{10} , $S(=O)R^{13}$, $S(=O)_2R^{13}$, $NR^{11}R^{12}$ and $C(=J)R^{13}$; where

R^5 , R^6 , R^7 , R^8 and R^9 are each independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, halo, pseudohalo, OR^{10} , $NR^{14}R^{15}$ and $C(=J)R^{13}$;

R^{10} , R^{11} and R^{12} are each independently hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl or $C(=J)R^{13}$;

J is O, S or NR^{14} ;

R^{13} is selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, pseudohalo, OR^{16} and $NR^{14}R^{15}$;

R^{14} , R^{15} and R^{16} are each independently selected from hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, heterocycl, cycloalkylalkyl, heterocyclalkyl, aryl, heteroaryl, aralkyl and heteroaralkyl;

where the alkyl, alkenyl, alkynyl, cycloalkyl, heterocycl, cycloalkylalkyl, heterocyclalkyl, aryl, heteroaryl, heteroarylium, aralkyl, heteroaralkyl and heteroaryliumalkyl moieties of A, D, E, G, R^1 , R^2 , R^3 , R^5 , R^6 , R^7 , R^8 , R^9 , R^{10} , R^{11} , R^{12} and R^{13} are unsubstituted or substituted with one or more substituents each independently selected from Q^1 , where Q^1 is halo, pseudohalo, hydroxy, oxo, thia, nitrile, nitro, formyl, mercapto, hydroxycarbonyl, hydroxycarbonylalkyl, alkyl, haloalkyl, polyhaloalkyl, aminoalkyl, diaminoalkyl, alkenyl containing 1 to 2 double bonds, alkynyl containing 1 to 2 triple bonds, cycloalkyl, cycloalkylalkyl, heterocycl, heterocyclalkyl, aryl, heteroaryl, aralkyl, aralkenyl, aralkynyl, heteroarylalkyl, trialkylsilyl, dialkylarylsilyl, alkylidiarylsilyl, triarylsilyl, alkylidene, arylalkylidene, alkylcarbonyl, arylcarbonyl, heteroarylcarbonyl, alkoxycarbonyl, alkoxycarbonylalkyl,

aryloxycarbonyl, aryloxycarbonylalkyl, aralkoxycarbonyl, aralkoxycarbonylalkyl, arylcarbonylalkyl, aminocarbonyl, alkylaminocarbonyl, dialkylaminocarbonyl, arylaminocarbonyl, diarylaminocarbonyl, arylalkylaminocarbonyl, alkoxy, aryloxy, heteroaryloxy, heteroaralkoxy, heterocyclyloxy, cycloalkoxy, perfluoroalkoxy, alkenyloxy, alkynyloxy, aralkoxy, alkylcarbonyloxy, arylcarbonyloxy, aralkylcarbonyloxy, alkoxycarbonyloxy, aryloxycarbonyloxy, aralkoxycarbonyloxy, aminocarbonyloxy, alkylaminocarbonyloxy, dialkylaminocarbonyloxy, alkylarylaminocarbonyloxy, diarylaminocarbonyloxy, guanidino, isothioureido, ureido, N-alkylureido, N-arylureido, N'-alkylureido, N',N'-dialkylureido, N'-alkyl-N'-arylureido, N',N'-diarylureido, N'-arylureido, N,N'-dialkylureido, N-alkyl-N'-arylureido, N-aryl-N'-alkylureido, N,N'-diarylureido, N,N',N'-trialkylureido, N,N'-dialkyl-N'-arylureido, N-alkyl-N',N'-diarylureido, N-aryl-N',N'-dialkylureido, N,N'-diaryl-N'-alkylureido, N,N',N'-triarylureido, amidino, alkylamidino, arylamidino, imino, hydroxyimino, alkoxyimino, aryloxyimino, aralkoxyimino, alkylazo, arylazo, aralkylazo, aminothiocarbonyl, alkylaminothiocarbonyl, arylaminothiocarbonyl, amino, aminoalkyl, alkylaminoalkyl, dialkylaminoalkyl, arylaminoalkyl, diarylaminoalkyl, alkylarylaminoalkyl, alkylamino, dialkylamino, haloalkylamino, arylamino, diarylamino, alkylarylamino, alkylcarbonylamino, alkoxycarbonylamino, aralkoxycarbonylamino, arylcarbonylamino, arylcarbonylaminoalkyl, aryloxycarbonylaminoalkyl, aryloxyarylcarbonylamino, aryloxycarbonylamino, alkylsulfonylamino, arylsulfonylamino, heteroarylsulfonylamino, heterocyclylsulfonylamino, heteroarylthio, azido, $-N^+R^{51}R^{52}R^{53}$, $P(R^{50})_2$, $P(=O)(R^{50})_2$, $OP(=O)(R^{50})_2$, $OP(=O)(R^{50})_2$, $-NR^{60}C(=O)R^{63}$, dialkylphosphonyl, alkylarylphosphonyl, diarylphosphonyl, hydroxyphosphonyl, alkylthio, arylthio, perfluoroalkylthio, hydroxycarbonylalkylthio, thiocyno, isothiocyano, alkylsulfinyloxy, alkylsulfonyloxy, arylsulfinyloxy, arylsulfonyloxy, hydroxysulfonyloxy, alkoxysulfonyloxy, aminosulfonyloxy, alkylaminosulfonyloxy, dialkylaminosulfonyloxy, arylaminosulfonyloxy, diarylaminosulfonyloxy, alkylarylaminosulfonyloxy, alkylsulfinyl, alkylsulfonyl, arylsulfinyl, arylsulfonyl, hydroxysulfonyl, alkoxysulfonyl, aminosulfonyl, alkylaminosulfonyl, dialkylaminosulfonyl, arylaminosulfonyl, diarylaminosulfonyl or alkylarylaminosulfonyl; or two Q^1 groups, which substitute atoms in a 1,2 or 1,3 arrangement, together form alkylenedioxy, thioalkylenoxy or alkylenedithioxy where y is 1 or 2; or two Q^1 groups, which substitute the same atom, together form alkylene; and

each Q^1 is independently unsubstituted or substituted with one or more substituents each independently selected from Q^2 ;

each Q^2 is independently halo, pseudohalo, hydroxy, oxo, thia, nitrile, nitro, formyl, mercapto, hydroxycarbonyl, hydroxycarbonylalkyl, alkyl, haloalkyl, polyhaloalkyl, aminoalkyl, diaminoalkyl, alkenyl containing 1 to 2 double bonds, alkynyl containing 1 to 2 triple bonds, cycloalkyl, cycloalkylalkyl, heterocyclyl, heterocyclylalkyl, aryl, heteroaryl, aralkyl, aralkenyl, aralkynyl, heteroarylalkyl, trialkylsilyl, dialkylarylsilyl, alkylidiarylsilyl, triarylsilyl, alkylidene, arylalkylidene, alkylcarbonyl, arylcarbonyl, heteroarylcarbonyl, alkoxycarbonyl, alkoxycarbonylalkyl, aryloxycarbonyl, aryloxycarbonylalkyl, aralkoxycarbonyl, aralkoxycarbonylalkyl, arylcarbonylalkyl, aminocarbonyl, alkylaminocarbonyl, dialkylaminocarbonyl, arylaminocarbonyl, diarylaminocarbonyl, arylalkylaminocarbonyl, alkoxy, aryloxy, heteroaryloxy, heteroaralkoxy, heterocyclyloxy, cycloalkoxy, perfluoroalkoxy, alkenyloxy, alkynyloxy, aralkoxy, alkylcarbonyloxy, arylcarbonyloxy, aralkylcarbonyloxy, alkoxycarbonyloxy, aryloxycarbonyloxy, aralkoxycarbonyloxy,

aminocarbonyloxy, alkylaminocarbonyloxy, dialkylaminocarbonyloxy, alkylarylaminocarbonyloxy, diarylaminocarbonyloxy, guanidino, isothioureido, ureido, N-alkylureido, N-arylureido, N'-alkylureido, N',N'-dialkylureido, N'-alkyl-N'-arylureido, N',N'-diarylureido, N'-arylureido, N,N'-dialkylureido, N-alkyl-N'-arylureido, N-aryl-N'-alkylureido, N,N'-diarylureido, N,N',N'-trialkylureido, N,N'-dialkyl-N'-arylureido, N-alkyl-N',N'-diarylureido, N-aryl-N',N'-dialkylureido, N,N'-diaryl-N'-alkylureido, N,N',N'-triarylureido, amidino, alkylamidino, arylamidino, aminothiocarbonyl, alkylaminothiocarbonyl, arylaminothiocarbonyl, amino, aminoalkyl, alkylaminoalkyl, dialkylaminoalkyl, arylaminoalkyl, diarylaminoalkyl, alkylarylaminoalkyl, alkylamino, dialkylamino, haloalkylamino, arylamino, diarylamino, alkylarylamino, alkylcarbonylamino, alkoxy carbonylamino, aralkoxy carbonylamino, arylcarbonylamino, arylcarbonylaminoalkyl, aryloxy carbonylaminoalkyl, aryloxyarylcarbonylamino, aryloxy carbonylamino, alkylsulfonylamino, arylsulfonylamino, heteroaryl sulfonylamino, heterocyclyl sulfonylamino, heteroarylthio, azido, $-N^+R^{51}R^{52}R^{53}$, $P(R^{50})_2$, $P(=O)(R^{50})_2$, $OP(=O)(R^{50})_2$, $OP(=O)(R^{50})_2$, $-NR^{60}C(=O)R^{63}$, dialkylphosphonyl, alkylarylphosphonyl, diarylphosphonyl, hydroxyphosphonyl, alkylthio, arylthio, perfluoroalkylthio, hydroxycarbonylalkylthio, thiocyno, isothiocyano, alkylsulfinyloxy, alkylsulfonyloxy, arylsulfinyloxy, arylsulfonyloxy, hydroxysulfonyloxy, alkoxy sulfonyloxy, aminosulfonyloxy, alkylaminosulfonyloxy, dialkylaminosulfonyloxy, arylaminosulfonyloxy, diarylaminosulfonyloxy, alkylarylaminosulfonyloxy, alkylsulfinyl, alkylsulfonyl, arylsulfinyl, arylsulfonyl, hydroxysulfonyl, alkoxy sulfonyl, aminosulfonyl, alkylaminosulfonyl, dialkylaminosulfonyl, arylaminosulfonyl, diarylaminosulfonyl or alkylarylaminosulfonyl; or two Q^2 groups, which substitute atoms in a 1,2 or 1,3 arrangement, together form alkylenedioxy, thioalkylenoxy or alkylenedithioxy where y is 1 or 2; or two Q^2 groups, which substitute the same atom, together form alkylene;

each Q^2 is independently unsubstituted or substituted with one or more substituents each independently selected from alkyl, halo and pseudohalo;

R^{50} is hydroxy, alkoxy, aralkoxy, alkyl, heteroaryl, heterocyclyl, aryl or $-NR^{70}R^{71}$, where R^{70} and R^{71} are each independently hydrogen, alkyl, aralkyl, aryl, heteroaryl, heteroaralkyl or heterocyclyl, or R^{70} and R^{71} together form alkylene, azaalkylene, oxaalkylene or thiaalkylene;

R^{51} , R^{52} and R^{53} are each independently hydrogen, alkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, heterocyclyl or heterocyclylalkyl;

R^{60} is hydrogen, alkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, heterocyclyl or heterocyclylalkyl; and

R^{63} is alkoxy, aralkoxy, alkyl, heteroaryl, heterocyclyl, aryl or $-NR^{70}R^{71}$; and

(b) simultaneously, subsequently, or previously administering one or more of the following: an antihyperlipidemic agent, a plasma HDL-raising agent, an anti-hypercholesterolemic agent, a cholesterol biosynthesis inhibitor, an acyl-coenzyme A:cholesterol acyltransferase (ACAT) inhibitor, probucol, raloxifene, nicotinic acid, niacinamide, a cholesterol absorption inhibitor, a bile acid sequestrant, a low density lipoprotein receptor inducer, clofibrate, fenofibrate, benzofibrate, cipofibrate, gemfibrizol, vitamin B₆, vitamin B₁₂, an anti-oxidant vitamin, a β -blocker, an anti-diabetes agent, an angiotensin II antagonist, an angiotensin converting enzyme inhibitor, a platelet aggregation inhibitor, a fibrinogen receptor antagonist, aspirin or a fibric acid derivative.

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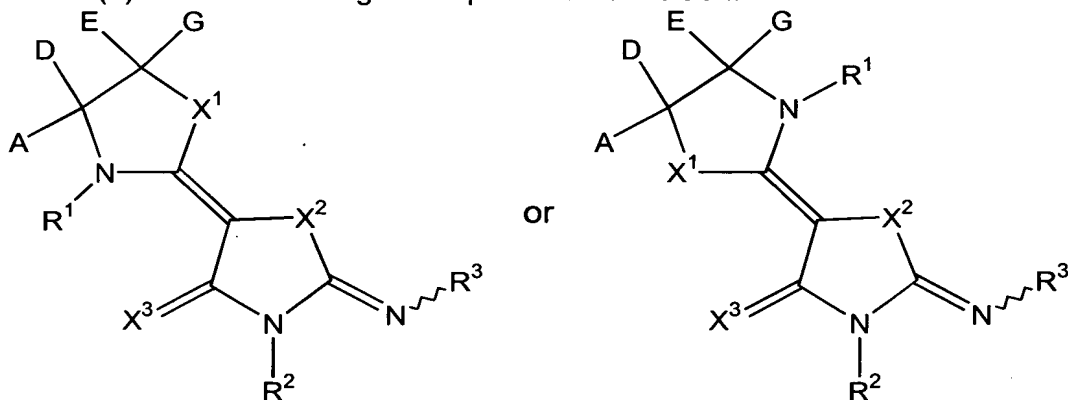
35. (Original) The method of claim 33, wherein the disease or disorder is selected from hypercholesterolemia, hyperlipoproteinemia, hypertriglyceridemia, lipodystrophy, hyperglycemia, diabetes mellitus, dyslipidemia, atherosclerosis, gallstone disease, acne vulgaris, acneiform skin conditions, diabetes, Parkinson's disease, cancer, Alzheimer's disease, inflammation, immunological disorders, lipid disorders, obesity, conditions characterized by a perturbed epidermal barrier function, hyperlipidemia, cholestasis, peripheral occlusive disease, ischemic stroke, conditions of disturbed differentiation or excess proliferation of the epidermis or mucous membrane, and cardiovascular disorders.

36. (Original) The method of claim 34, wherein the disease or disorder is selected from hypercholesterolemia, hyperlipoproteinemia, hypertriglyceridemia, lipodystrophy, hyperglycemia, diabetes mellitus, dyslipidemia, atherosclerosis, gallstone disease, acne vulgaris, acneiform skin conditions, diabetes, Parkinson's disease, cancer, Alzheimer's disease, inflammation, immunological disorders, lipid disorders, obesity, conditions characterized by a perturbed epidermal barrier function, hyperlipidemia, cholestasis, peripheral occlusive disease, ischemic stroke, conditions of disturbed differentiation or excess proliferation of the epidermis or mucous membrane, and cardiovascular disorders.

37. (Original) A method of treating, preventing, or ameliorating one or more symptoms of a disease or disorder which is affected by cholesterol, triglyceride, or bile acid levels, comprising administering a pharmaceutical composition of claim 1.

38. (Currently amended) A method of treating, preventing, or ameliorating one or more symptoms of a disease or disorder which is affected by cholesterol, triglyceride, or bile acid levels, comprising:

(a) administering a compound of formulae I:



or a pharmaceutically acceptable derivative thereof, wherein:

A, D, E and G are selected from (i) or (ii) as follows:

(i) A and G are each independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclylalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, substituted or unsubstituted heteroarylium, substituted or unsubstituted heteroaryliumalkyl, halo, pseudohalo, OR¹⁰, SR¹⁰, S(=O)R¹³, S(=O)₂R¹³, NR¹¹R¹² and C(=J)R¹³, or A

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and G together form substituted or unsubstituted alkylene, substituted or unsubstituted azaalkylene, substituted or unsubstituted oxaalkylene, substituted or unsubstituted thiaalkylene, substituted or unsubstituted alkenylene, substituted or unsubstituted alkynylene, substituted or unsubstituted 1,3-butadienylene, substituted or unsubstituted 1-aza-1,3-butadienylene, or substituted or unsubstituted 2-aza-1,3-butadienylene;

D and E are each independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, halo and pseudohalo or D and E together form a bond; or

(ii) A and D; or E and G; together form substituted or unsubstituted alkylene, substituted or unsubstituted azaalkylene, substituted or unsubstituted oxaalkylene, or substituted or unsubstituted thiaalkylene; and the others of A, D, E and G are selected as in (i);

X^1 and X^2 are each independently selected from O, S, S(=O), S(=O)₂, Se, NR⁵, CR⁶R⁷ and CR⁸=CR⁹;

X^3 is O, S, Se, NR⁵ or CR⁶R⁷;

R¹ and R² are each independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, substituted or unsubstituted heteroarylium, substituted or unsubstituted heteroaryliumalkyl, OR¹⁰, SR¹⁰, S(=O)R¹³, S(=O)₂R¹³, NR¹¹R¹² and C(=J)R¹³;

R³ is hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted heteroarylium, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, substituted or unsubstituted heteroaryliumalkyl, OR¹⁰, SR¹⁰, S(=O)R¹³, S(=O)₂R¹³, NR¹¹R¹² and C(=J)R¹³; where

R⁵, R⁶, R⁷, R⁸ and R⁹ are each independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, halo, pseudohalo, OR¹⁰, NR¹⁴R¹⁵ and C(=J)R¹³;

R¹⁰, R¹¹ and R¹² are each independently hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted

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heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl or $C(=J)R^{13}$;

J is O, S or NR^{14} ;

R^{13} is selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, pseudohalo, OR^{16} and $NR^{14}R^{15}$;

R^{14} , R^{15} and R^{16} are each independently selected from hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, heterocyclalkyl, cycloalkylalkyl, heterocyclalkyl, aryl, heteroaryl, aralkyl and heteroaralkyl;

where the alkyl, alkenyl, alkynyl, cycloalkyl, heterocyclalkyl, cycloalkylalkyl, heterocyclalkyl, aryl, heteroaryl, heteroarylium, aralkyl, heteroaralkyl and heteroaryliumalkyl moieties of A, D, E, G, R^1 , R^2 , R^3 , R^5 , R^6 , R^7 , R^8 , R^9 , R^{10} , R^{11} , R^{12} and R^{13} are unsubstituted or substituted with one or more substituents each independently selected from Q^1 , where Q^1 is halo, pseudohalo, hydroxy, oxo, thia, nitrile, nitro, formyl, mercapto, hydroxycarbonyl, hydroxycarbonylalkyl, alkyl, haloalkyl, polyhaloalkyl, aminoalkyl, diaminoalkyl, alkenyl containing 1 to 2 double bonds, alkynyl containing 1 to 2 triple bonds, cycloalkyl, cycloalkylalkyl, heterocyclalkyl, heterocyclalkyl, aryl, heteroaryl, aralkyl, aralkenyl, aralkynyl, heteroarylalkyl, trialkylsilyl, dialkylarylsilyl, alkyl diarylsilyl, triarylsilyl, alkylidene, arylalkylidene, alkylcarbonyl, arylcarbonyl, heteroarylcarbonyl, alkoxycarbonyl, alkoxycarbonylalkyl, aryloxy carbonyl, aryloxy carbonylalkyl, aralkoxycarbonyl, aralkoxycarbonylalkyl, arylcarbonylalkyl, aminocarbonyl, alkylaminocarbonyl, dialkylaminocarbonyl, arylaminocarbonyl, diarylaminocarbonyl, arylalkylaminocarbonyl, alkoxy, aryloxy, heteroaryloxy, heteroaralkoxy, heterocyclalkoxy, cycloalkoxy, perfluoroalkoxy, alkenyloxy, alkynyloxy, aralkoxy, alkylcarbonyloxy, arylcarbonyloxy, aralkylcarbonyloxy, alkoxycarbonyloxy, aryloxy carbonyloxy, aralkoxycarbonyloxy, aminocarbonyloxy, alkylaminocarbonyloxy, dialkylaminocarbonyloxy, alkylarylaminocarbonyloxy, diarylaminocarbonyloxy, guanidino, isothioureido, ureido, N-alkylureido, N-arylureido, N'-alkylureido, N',N'-dialkylureido, N'-alkyl-N'-arylureido, N',N'-diarylureido, N'-arylureido, N,N'-dialkylureido, N-alkyl-N'-arylureido, N-aryl-N'-alkylureido, N,N'-diarylureido, N,N',N'-trialkylureido, N,N'-dialkyl-N'-arylureido, N-alkyl-N',N'-diarylureido, N-aryl-N',N'-dialkylureido, N,N'-diaryl-N'-alkylureido, N,N',N'-trialkylureido, amidino, alkylamidino, arylamidino, imino, hydroxyimino, alkoxyimino, aryloxyimino, aralkoxyimino, alkylazo, arylazo, aralkylazo, aminothiocabonyl, alkylaminothiocabonyl, arylaminothiocabonyl, amino, aminoalkyl, alkylaminoalkyl, dialkylaminoalkyl, arylaminoalkyl, diarylaminoalkyl, alkylarylaminominoalkyl, alkylamino, dialkylamino, haloalkylamino, arylamino, diarylamino, alkylarylaminomino, alkylcarbonylamino, alkoxycarbonylamino, aralkoxycarbonylamino, arylcarbonylamino, arylcarbonylaminoalkyl, aryloxy carbonylaminoalkyl, aryloxyarylcarbonylamino, aryloxy carbonylamino, alkylsulfonylamino, arylsulfonylamino, heteroarylsulfonylamino, heterocyclalkylsulfonylamino, heteroarylthio, azido, $-N^+R^{51}R^{52}R^{53}$, $P(R^{50})_2$, $P(=O)(R^{50})_2$, $OP(=O)(R^{50})_2$, $OP(=O)(R^{50})_2$, $-NR^{60}C(=O)R^{63}$, dialkylphosphonyl, alkylarylphosphonyl, diarylphosphonyl, hydroxyphosphonyl, alkylthio, arylthio, perfluoroalkylthio,

hydroxycarbonylalkylthio, thiocyno, isothiocyno, alkylsulfinyloxy, alkylsulfonyloxy, arylsulfinyloxy, arylsulfonyloxy, hydroxysulfonyloxy, alkoxysulfonyloxy, aminosulfonyloxy, alkylaminosulfonyloxy, dialkylaminosulfonyloxy, arylaminosulfonyloxy, diarylaminosulfonyloxy, alkylarylaminosulfonyloxy, alkylsulfinyl, alkylsulfonyl, arylsulfinyl, arylsulfonyl, hydroxysulfonyl, alkoxysulfonyl, aminosulfonyl, alkylaminosulfonyl, dialkylaminosulfonyl, arylaminosulfonyl, diarylaminosulfonyl or alkylarylaminosulfonyl; or two Q¹ groups, which substitute atoms in a 1,2 or 1,3 arrangement, together form alkylenedioxy, thioalkylenoxy or alkylenedithioxy ~~where y is 1 or 2~~; or two Q¹ groups, which substitute the same atom, together form alkylene; and

each Q¹ is independently unsubstituted or substituted with one or more substituents each independently selected from Q²;

each Q² is independently halo, pseudohalo, hydroxy, oxo, thia, nitrile, nitro, formyl, mercapto, hydroxycarbonyl, hydroxycarbonylalkyl, alkyl, haloalkyl, polyhaloalkyl, aminoalkyl, diaminoalkyl, alkenyl containing 1 to 2 double bonds, alkynyl containing 1 to 2 triple bonds, cycloalkyl, cycloalkylalkyl, heterocyclyl, heterocyclylalkyl, aryl, heteroaryl, aralkyl, aralkenyl, aralkynyl, heteroarylalkyl, trialkylsilyl, dialkylarylsilyl, alkyl diarylsilyl, triarylsilyl, alkylidene, arylalkylidene, alkylcarbonyl, arylcarbonyl, heteroarylcarbonyl, alkoxycarbonyl, alkoxycarbonylalkyl, aryloxy carbonyl, aryloxy carbonylalkyl, aralkoxycarbonyl, aralkoxycarbonylalkyl, arylcarbonylalkyl, aminocarbonyl, alkylaminocarbonyl, dialkylaminocarbonyl, arylaminocarbonyl, diarylaminocarbonyl, arylalkylaminocarbonyl, alkoxy, aryloxy, heteroaryloxy, heteroaralkoxy, heterocyclyloxy, cycloalkoxy, perfluoroalkoxy, alkenyloxy, alkynyloxy, aralkoxy, alkylcarbonyloxy, arylcarbonyloxy, aralkylcarbonyloxy, alkoxycarbonyloxy, aryloxy carbonyloxy, aralkoxycarbonyloxy, aminocarbonyloxy, alkylaminocarbonyloxy, dialkylaminocarbonyloxy, alkylarylaminocarbonyloxy, diarylaminocarbonyloxy, guanidino, isothioureido, ureido, N-alkylureido, N-arylureido, N'-alkylureido, N',N'-dialkylureido, N'-alkyl-N'-arylureido, N',N'-diarylureido, N'-arylureido, N,N'-dialkylureido, N-alkyl-N'-arylureido, N-aryl-N'-alkylureido, N,N'-diarylureido, N,N',N'-trialkylureido, N,N'-dialkyl-N'-arylureido, N-alkyl-N',N'-diarylureido, N-aryl-N',N'-dialkylureido, N,N'-diaryl-N'-alkylureido, N,N',N'-trialkylureido, amidino, alkylamidino, arylamidino, aminothiocabonyl, alkylaminothiocabonyl, arylaminothiocabonyl, amino, aminoalkyl, alkylaminoalkyl, dialkylaminoalkyl, arylaminoalkyl, diarylaminoalkyl, alkylarylaminominoalkyl, alkylamino, dialkylamino, haloalkylamino, arylamino, diarylamino, alkylarylaminomino, alkylcarbonylamino, alkoxycarbonylamino, aralkoxycarbonylamino, arylcarbonylamino, arylcarbonylaminoalkyl, aryloxy carbonylaminoalkyl, aryloxy carbonylamino, alkylsulfonylamino, arylsulfonylamino, heteroarylsulfonylamino, heterocyclylsulfonylamino, heteroarylthio, azido, -N⁺R⁵¹R⁵²R⁵³, P(R⁵⁰)₂, P(=O)(R⁵⁰)₂, ~~OP(=O)(R⁵⁰)₂~~ OP(=O)(R⁵⁰)₂, -NR⁶⁰C(=O)R⁶³, dialkylphosphonyl, alkylarylphosphonyl, diarylphosphonyl, hydroxyphosphonyl, alkylthio, arylthio, perfluoroalkylthio, hydroxycarbonylalkylthio, thiocyno, isothiocyno, alkylsulfinyloxy, alkylsulfonyloxy, arylsulfinyloxy, arylsulfonyloxy, hydroxysulfonyloxy, alkoxysulfonyloxy, aminosulfonyloxy, alkylaminosulfonyloxy, dialkylaminosulfonyloxy, arylaminosulfonyloxy, diarylaminosulfonyloxy, alkylarylaminosulfonyloxy, alkylsulfinyl, alkylsulfonyl, arylsulfinyl, arylsulfonyl, hydroxysulfonyl, alkoxysulfonyl, aminosulfonyl, alkylaminosulfonyl, dialkylaminosulfonyl, arylaminosulfonyl, diarylaminosulfonyl or alkylarylaminosulfonyl; or two Q² groups, which substitute

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atoms in a 1,2 or 1,3 arrangement, together form alkylenedioxy, thioalkylenoxy or alkylenedithioxy ~~where y is 1 or 2~~; or two Q² groups, which substitute the same atom, together form alkylene;

each Q² is independently unsubstituted or substituted with one or more substituents each independently selected from alkyl, halo and pseudohalo;

R⁵⁰ is hydroxy, alkoxy, aralkoxy, alkyl, heteroaryl, heterocyclyl, aryl or -NR⁷⁰R⁷¹, where R⁷⁰ and R⁷¹ are each independently hydrogen, alkyl, aralkyl, aryl, heteroaryl, heteroaralkyl or heterocyclyl, or R⁷⁰ and R⁷¹ together form alkylene, azaalkylene, oxaalkylene or thiaalkylene;

R⁵¹, R⁵² and R⁵³ are each independently hydrogen, alkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, heterocyclyl or heterocyclalkyl;

R⁶⁰ is hydrogen, alkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, heterocyclyl or heterocyclalkyl; and

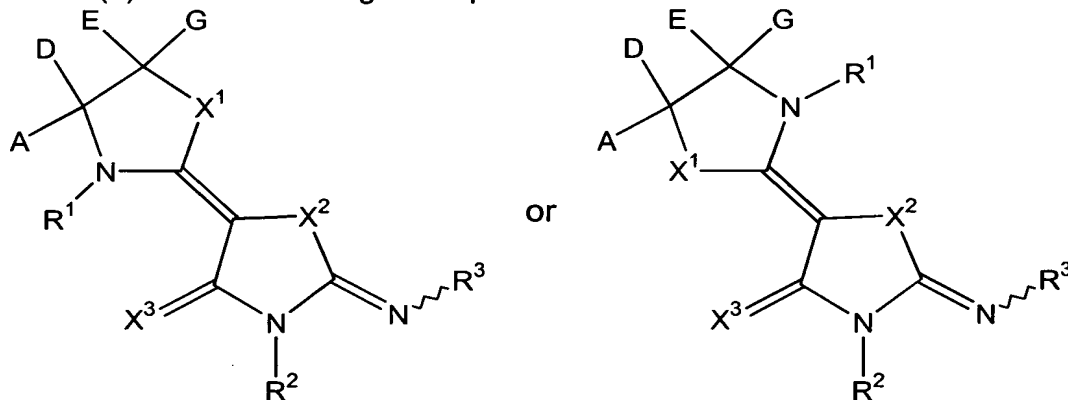
R⁶³ is alkoxy, aralkoxy, alkyl, heteroaryl, heterocyclyl, aryl or -NR⁷⁰R⁷¹; and

(b) simultaneously, subsequently, or previously administering one or more of the following: an antihyperlipidemic agent, a plasma HDL-raising agent, an anti-hypercholesterolemic agent, a cholesterol biosynthesis inhibitor, an acyl-coenzyme A:cholesterol acyltransferase (ACAT) inhibitor, probucol, raloxifene, nicotinic acid, niacinamide, a cholesterol absorption inhibitor, a bile acid sequestrant, a low density lipoprotein receptor inducer, clofibrate, fenofibrate, benzofibrate, cipofibrate, gemfibrozil, vitamin B₆, vitamin B₁₂, an anti-oxidant vitamin, a β -blocker, an anti-diabetes agent, an angiotensin II antagonist, an angiotensin converting enzyme inhibitor, a platelet aggregation inhibitor, a fibrinogen receptor antagonist, aspirin or a fibric acid derivative.

39. (Original) A method for decreasing hyperglycemia and/or insulin resistance, comprising administering the pharmaceutical composition of claim 18.

40. (Currently amended) A method for decreasing hyperglycemia and/or insulin resistance, comprising:

(a) administering a compound of formulae I:



or a pharmaceutically acceptable derivative thereof, wherein:

A, D, E and G are selected from (i) or (ii) as follows:

(i) A and G are each independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted

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aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, substituted or unsubstituted heteroarylum, substituted or unsubstituted heteroarylumalkyl, halo, pseudohalo, OR^{10} , SR^{10} , S(=O)R^{13} , $\text{S(=O)}_2\text{R}^{13}$, $\text{NR}^{11}\text{R}^{12}$ and C(=J)R^{13} , or A and G together form substituted or unsubstituted alkylene, substituted or unsubstituted azaalkylene, substituted or unsubstituted oxaalkylene, substituted or unsubstituted thiaalkylene, substituted or unsubstituted alkenylene, substituted or unsubstituted alkynylene, substituted or unsubstituted 1,3-butadienylene, substituted or unsubstituted 1-aza-1,3-butadienylene, or substituted or unsubstituted 2-aza-1,3-butadienylene;

D and E are each independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, halo and pseudohalo or D and E together form a bond; or

(ii) A and D; or E and G; together form substituted or unsubstituted alkylene, substituted or unsubstituted azaalkylene, substituted or unsubstituted oxaalkylene, or substituted or unsubstituted thiaalkylene; and the others of A, D, E and G are selected as in (i);

X^1 and X^2 are each independently selected from O, S, S(=O) , S(=O)_2 , Se, NR^5 , CR^6R^7 and $\text{CR}^8=\text{CR}^9$;

X^3 is O, S, Se, NR^5 or CR^6R^7 ;

R^1 and R^2 are each independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, substituted or unsubstituted heteroarylum, substituted or unsubstituted heteroarylumalkyl, OR^{10} , SR^{10} , S(=O)R^{13} , $\text{S(=O)}_2\text{R}^{13}$, $\text{NR}^{11}\text{R}^{12}$ and C(=J)R^{13} ;

R^3 is hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted heteroarylum, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, substituted or unsubstituted heteroarylumalkyl, OR^{10} , SR^{10} , S(=O)R^{13} , $\text{S(=O)}_2\text{R}^{13}$, $\text{NR}^{11}\text{R}^{12}$ and C(=J)R^{13} ; where

R^5 , R^6 , R^7 , R^8 and R^9 are each independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, halo, pseudohalo, OR^{10} , $\text{NR}^{14}\text{R}^{15}$ and C(=J)R^{13} ;

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R^{10} , R^{11} and R^{12} are each independently hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl or $C(=J)R^{13}$;

J is O, S or NR^{14} ;

R^{13} is selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, pseudohalo, OR^{16} and $NR^{14}R^{15}$;

R^{14} , R^{15} and R^{16} are each independently selected from hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, heterocyclyl, cycloalkylalkyl, heterocyclalkyl, aryl, heteroaryl, aralkyl and heteroaralkyl;

where the alkyl, alkenyl, alkynyl, cycloalkyl, heterocyclyl, cycloalkylalkyl, heterocyclalkyl, aryl, heteroaryl, heteroarylium, aralkyl, heteroaralkyl and heteroaryliumalkyl moieties of A, D, E, G, R^1 , R^2 , R^3 , R^5 , R^6 , R^7 , R^8 , R^9 , R^{10} , R^{11} , R^{12} and R^{13} are unsubstituted or substituted with one or more substituents each independently selected from Q^1 , where Q^1 is halo, pseudohalo, hydroxy, oxo, thia, nitrile, nitro, formyl, mercapto, hydroxycarbonyl, hydroxycarbonylalkyl, alkyl, haloalkyl, polyhaloalkyl, aminoalkyl, diaminoalkyl, alkenyl containing 1 to 2 double bonds, alkynyl containing 1 to 2 triple bonds, cycloalkyl, cycloalkylalkyl, heterocyclyl, heterocyclalkyl, aryl, heteroaryl, aralkyl, aralkenyl, aralkynyl, heteroarylalkyl, trialkylsilyl, dialkylarylsilyl, alkyl diarylsilyl, triarylsilyl, alkylidene, arylalkylidene, alkylcarbonyl, arylcarbonyl, heteroarylcarbonyl, alkoxycarbonyl, alkoxycarbonylalkyl, aryloxy carbonyl, aryloxy carbonylalkyl, aralkoxycarbonyl, aralkoxycarbonylalkyl, arylcarbonylalkyl, aminocarbonyl, alkylaminocarbonyl, dialkylaminocarbonyl, arylaminocarbonyl, diarylaminocarbonyl, arylalkylaminocarbonyl, alkoxy, aryloxy, heteroaryloxy, heteroaralkoxy, heterocyclyloxy, cycloalkoxy, perfluoroalkoxy, alkenyloxy, alkynyloxy, aralkoxy, alkylcarbonyloxy, arylcarbonyloxy, aralkylcarbonyloxy, alkoxycarbonyloxy, aryloxy carbonyloxy, aralkoxycarbonyloxy, aminocarbonyloxy, alkylaminocarbonyloxy, dialkylaminocarbonyloxy, alkylarylamino carbonyloxy, diarylaminocarbonyloxy, guanidino, isothioureido, ureido, N-alkylureido, N-arylureido, N'-alkylureido, N',N'-dialkylureido, N'-alkyl-N'-arylureido, N',N'-diarylureido, N'-arylureido, N,N'-dialkylureido, N-alkyl-N'-arylureido, N-aryl-N'-alkylureido, N,N'-diarylureido, N,N',N'-trialkylureido, N,N'-dialkyl-N'-arylureido, N-alkyl-N',N'-diarylureido, N-aryl-N',N'-dialkylureido, N,N'-diaryl-N'-alkylureido, N,N',N'-trialkylureido, amidino, alkylamidino, arylamidino, imino, hydroxyimino, alkoxyimino, aryloxyimino, aralkoxyimino, alkylazo, arylazo, aralkylazo, aminothiocarbonyl, alkylaminothiocarbonyl, arylaminothiocarbonyl, amino, aminoalkyl, alkylaminoalkyl, dialkylaminoalkyl, arylaminoalkyl, diarylaminoalkyl, alkylarylaminoalkyl, alkylamino, dialkylamino, haloalkylamino, arylamino, diarylamino, alkylarylamino, alkylcarbonylamino, alkoxycarbonylamino, aralkoxycarbonylamino, arylcarbonylamino, arylcarbonylaminoalkyl, aryloxy carbonylaminoalkyl, aryloxyarylcabonylamino, aryloxy carbonylamino, alkylsulfonylamino,

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arylsulfonylamino, heteroarylsulfonylamino, heterocyclisulfonylamino, heteroarylthio, azido, $-N^+R^{51}R^{52}R^{53}$, $P(R^{50})_2$, $P(=O)(R^{50})_2$, $OP(=O)(R^{50})_2$, $OP(=O)(R^{50})_2$, $-NR^{60}C(=O)R^{63}$, dialkylphosphonyl, alkylarylphosphonyl, diarylphosphonyl, hydroxyphosphonyl, alkylthio, arylthio, perfluoroalkylthio, hydroxycarbonylalkylthio, thiocyno, isothiocyno, alkylsulfinyloxy, alkylsulfonyloxy, arylsulfinyloxy, arylsulfonyloxy, hydroxysulfonyloxy, alkoxysulfonyloxy, aminosulfonyloxy, alkylaminosulfonyloxy, dialkylaminosulfonyloxy, arylaminosulfonyloxy, diarylaminosulfonyloxy, alkylarylaminosulfonyloxy, alkylsulfinyl, alkylsulfonyl, arylsulfinyl, arylsulfonyl, hydroxysulfonyl, alkoxysulfonyl, aminosulfonyl, alkylaminosulfonyl, dialkylaminosulfonyl, arylaminosulfonyl, diarylaminosulfonyl or alkylarylaminosulfonyl; or two Q^1 groups, which substitute atoms in a 1,2 or 1,3 arrangement, together form alkylenedioxy, thioalkylenoxy or alkylenedithioxy where y is 1 or 2; or two Q^1 groups, which substitute the same atom, together form alkylene; and

each Q^1 is independently unsubstituted or substituted with one or more substituents each independently selected from Q^2 ;

each Q^2 is independently halo, pseudohalo, hydroxy, oxo, thia, nitrile, nitro, formyl, mercapto, hydroxycarbonyl, hydroxycarbonylalkyl, alkyl, haloalkyl, polyhaloalkyl, aminoalkyl, diaminoalkyl, alkenyl containing 1 to 2 double bonds, alkynyl containing 1 to 2 triple bonds, cycloalkyl, cycloalkylalkyl, heterocyclyl, heterocyclylalkyl, aryl, heteroaryl, aralkyl, aralkenyl, aralkynyl, heteroarylalkyl, trialkylsilyl, dialkylarylsilyl, alkyl diarylsilyl, triarylsilyl, alkylidene, arylalkylidene, alkylcarbonyl, arylcarbonyl, heteroarylcarbonyl, alkoxycarbonyl, alkoxycarbonylalkyl, aryloxy carbonyl, aryloxy carbonylalkyl, aralkoxycarbonyl, aralkoxycarbonylalkyl, arylcarbonylalkyl, aminocarbonyl, alkylaminocarbonyl, dialkylaminocarbonyl, arylaminocarbonyl, diarylaminocarbonyl, arylalkylaminocarbonyl, alkoxy, aryloxy, heteroaryloxy, heteroaralkoxy, heterocyclyloxy, cycloalkoxy, perfluoroalkoxy, alkenyloxy, alkynyloxy, aralkoxy, alkylcarbonyloxy, arylcarbonyloxy, aralkylcarbonyloxy, alkoxycarbonyloxy, aryloxy carbonyloxy, aralkoxycarbonyloxy, aminocarbonyloxy, alkylaminocarbonyloxy, dialkylaminocarbonyloxy, alkylarylaminocarbonyloxy, diarylaminocarbonyloxy, guanidino, isothioureido, ureido, N-alkylureido, N-arylureido, N'-alkylureido, N',N'-dialkylureido, N'-alkyl-N'-arylureido, N',N'-diarylureido, N'-arylureido, N,N'-dialkylureido, N-alkyl-N'-arylureido, N-aryl-N'-alkylureido, N,N'-diarylureido, N,N',N'-trialkylureido, N,N'-dialkyl-N'-arylureido, N-alkyl-N',N'-diarylureido, N-aryl-N',N'-dialkylureido, N,N'-diaryl-N'-alkylureido, N,N',N'-trialkylureido, amidino, alkylamidino, arylamidino, aminothiocabonyl, alkylaminothiocabonyl, arylaminothiocabonyl, amino, aminoalkyl, alkylaminoalkyl, dialkylaminoalkyl, arylaminoalkyl, diarylaminoalkyl, alkylarylaminoalkyl, alkylamino, dialkylamino, haloalkylamino, arylamino, diarylamino, alkylarylamino, alkylcarbonylamino, alkoxycarbonylamino, aralkoxycarbonylamino, arylcarbonylamino, arylcarbonylaminoalkyl, aryloxy carbonylaminoalkyl, aryloxy arylcarbonylamino, aryloxy carbonylamino, alkylsulfonylamino, arylsulfonylamino, heteroarylsulfonylamino, heterocyclisulfonylamino, heteroarylthio, azido, $-N^+R^{51}R^{52}R^{53}$, $P(R^{50})_2$, $P(=O)(R^{50})_2$, $OP(=O)(R^{50})_2$, $OP(=O)(R^{50})_2$, $-NR^{60}C(=O)R^{63}$, dialkylphosphonyl, alkylarylphosphonyl, diarylphosphonyl, hydroxyphosphonyl, alkylthio, arylthio, perfluoroalkylthio, hydroxycarbonylalkylthio, thiocyno, isothiocyno, alkylsulfinyloxy, alkylsulfonyloxy, arylsulfinyloxy, arylsulfonyloxy, hydroxysulfonyloxy, alkoxysulfonyloxy, aminosulfonyloxy, alkylaminosulfonyloxy, dialkylaminosulfonyloxy,

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arylaminosulfonyloxy, diarylaminosulfonyloxy, alkylarylaminosulfonyloxy, alkylsulfinyl, alkylsulfonyl, arylsulfinyl, arylsulfonyl, hydroxysulfonyl, alkoxysulfonyl, aminosulfonyl, alkylaminosulfonyl, dialkylaminosulfonyl, arylaminosulfonyl, diarylaminosulfonyl or alkylarylaminosulfonyl; or two Q² groups, which substitute atoms in a 1,2 or 1,3 arrangement, together form alkylenedioxy, thioalkylenoxy or alkylenedithioxy where y is 1 or 2; or two Q² groups, which substitute the same atom, together form alkylene;

each Q² is independently unsubstituted or substituted with one or more substituents each independently selected from alkyl, halo and pseudohalo;

R⁵⁰ is hydroxy, alkoxy, aralkoxy, alkyl, heteroaryl, heterocyclyl, aryl or -NR⁷⁰R⁷¹, where R⁷⁰ and R⁷¹ are each independently hydrogen, alkyl, aralkyl, aryl, heteroaryl, heteroaralkyl or heterocyclyl, or R⁷⁰ and R⁷¹ together form alkylene, azaalkylene, oxaalkylene or thiaalkylene;

R⁵¹, R⁵² and R⁵³ are each independently hydrogen, alkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, heterocyclyl or heterocyclalkyl;

R⁶⁰ is hydrogen, alkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, heterocyclyl or heterocyclalkyl; and

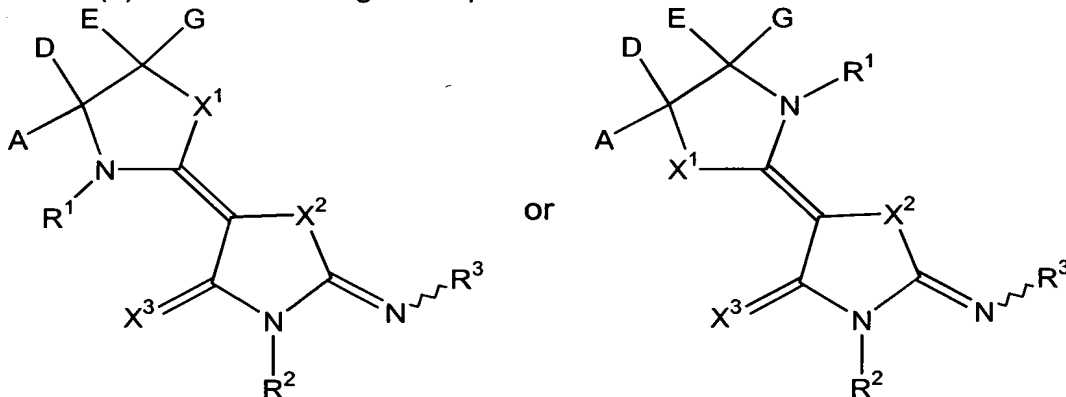
R⁶³ is alkoxy, aralkoxy, alkyl, heteroaryl, heterocyclyl, aryl or -NR⁷⁰R⁷¹; and

(b) subsequently, simultaneously, or previously administering one or more of the following: a sulfonylurea, a biguanides, a thiazolidinedione, an insulin sensitizer, dehydroepiandrosterone or its conjugated sulfate ester, an antiglucoctocorticoid, a TNF α inhibitor, an α -glucosidase inhibitor, pramlintide, an insulin secretagogue, or insulin.

41. (Original) A method for treatment, prevention or amelioration of one or more symptoms or complications of type II diabetes, comprising administering a pharmaceutical composition of claim 18.

42. (Currently amended) A method for treatment, prevention or amelioration of one or more symptoms or complications of type II diabetes, comprising:

(a) administering a compound of formulae I:



or a pharmaceutically acceptable derivative thereof, wherein:

A, D, E and G are selected from (i) or (ii) as follows:

(i) A and G are each independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl,

substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, substituted or unsubstituted heteroarylum, substituted or unsubstituted heteroarylumalkyl, halo, pseudohalo, OR^{10} , SR^{10} , $S(=O)R^{13}$, $S(=O)_2R^{13}$, $NR^{11}R^{12}$ and $C(=J)R^{13}$, or A and G together form substituted or unsubstituted alkylene, substituted or unsubstituted azaalkylene, substituted or unsubstituted oxaalkylene, substituted or unsubstituted thiaalkylene, substituted or unsubstituted alkenylene, substituted or unsubstituted alkynylene, substituted or unsubstituted 1,3-butadienylene, substituted or unsubstituted 1-aza-1,3-butadienylene, or substituted or unsubstituted 2-aza-1,3-butadienylene;

D and E are each independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, halo and pseudohalo or D and E together form a bond; or

(ii) A and D; or E and G; together form substituted or unsubstituted alkylene, substituted or unsubstituted azaalkylene, substituted or unsubstituted oxaalkylene, or substituted or unsubstituted thiaalkylene; and the others of A, D, E and G are selected as in (i);

X^1 and X^2 are each independently selected from O, S, $S(=O)$, $S(=O)_2$, Se, NR^5 , CR^6R^7 and $CR^8=CR^9$;

X^3 is O, S, Se, NR^5 or CR^6R^7 ;

R^1 and R^2 are each independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, substituted or unsubstituted heteroarylum, substituted or unsubstituted heteroarylumalkyl, OR^{10} , SR^{10} , $S(=O)R^{13}$, $S(=O)_2R^{13}$, $NR^{11}R^{12}$ and $C(=J)R^{13}$;

R^3 is hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted heteroarylum, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, substituted or unsubstituted heteroarylumalkyl, OR^{10} , SR^{10} , $S(=O)R^{13}$, $S(=O)_2R^{13}$, $NR^{11}R^{12}$ and $C(=J)R^{13}$; where

R^5 , R^6 , R^7 , R^8 and R^9 are each independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or

unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, halo, pseudohalo, OR¹⁰, NR¹⁴R¹⁵ and C(=J)R¹³;

R¹⁰, R¹¹ and R¹² are each independently hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclylalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl or C(=J)R¹³;

J is O, S or NR¹⁴;

R¹³ is selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclylalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, pseudohalo, OR¹⁶ and NR¹⁴R¹⁵;

R¹⁴, R¹⁵ and R¹⁶ are each independently selected from hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, heterocyclyl, cycloalkylalkyl, heterocyclylalkyl, aryl, heteroaryl, aralkyl and heteroaralkyl;

where the alkyl, alkenyl, alkynyl, cycloalkyl, heterocyclyl, cycloalkylalkyl, heterocyclylalkyl, aryl, heteroaryl, heteroarylium, aralkyl, heteroaralkyl and heteroaryliumalkyl moieties of A, D, E, G, R¹, R², R³, R⁵, R⁶, R⁷, R⁸, R⁹, R¹⁰, R¹¹, R¹² and R¹³ are unsubstituted or substituted with one or more substituents each independently selected from Q¹, where Q¹ is halo, pseudohalo, hydroxy, oxo, thia, nitrile, nitro, formyl, mercapto, hydroxycarbonyl, hydroxycarbonylalkyl, alkyl, haloalkyl, polyhaloalkyl, aminoalkyl, diaminoalkyl, alkenyl containing 1 to 2 double bonds, alkynyl containing 1 to 2 triple bonds, cycloalkyl, cycloalkylalkyl, heterocyclyl, heterocyclylalkyl, aryl, heteroaryl, aralkyl, aralkenyl, aralkynyl, heteroarylalkyl, trialkylsilyl, dialkylarylsilyl, alkyl diarylsilyl, triarylsilyl, alkylidene, arylalkylidene, alkylcarbonyl, arylcarbonyl, heteroarylcarbonyl, alkoxycarbonyl, alkoxycarbonylalkyl, aryloxy carbonyl, aryloxy carbonylalkyl, aralkoxycarbonyl, aralkoxycarbonylalkyl, arylcarbonylalkyl, aminocarbonyl, alkylaminocarbonyl, dialkylaminocarbonyl, arylaminocarbonyl, diarylaminocarbonyl, arylalkylaminocarbonyl, alkoxy, aryloxy, heteroaryloxy, heteroaralkoxy, heterocycliloxy, cycloalkoxy, perfluoroalkoxy, alkenyloxy, alkynyloxy, aralkoxy, alkylcarbonyloxy, arylcarbonyloxy, aralkylcarbonyloxy, alkoxycarbonyloxy, aryloxy carbonyloxy, aralkoxycarbonyloxy, aminocarbonyloxy, alkylaminocarbonyloxy, dialkylaminocarbonyloxy, alkylarylaminocarbonyloxy, diarylaminocarbonyloxy, guanidino, isothioureido, ureido, N-alkylureido, N-arylureido, N'-alkylureido, N',N'-dialkylureido, N'-alkyl-N'-arylureido, N',N'-diarylureido, N'-arylureido, N,N'-dialkylureido, N-alkyl-N'-arylureido, N-aryl-N'-alkylureido, N,N'-diarylureido, N,N',N'-trialkylureido, N,N'-dialkyl-N'-arylureido, N-alkyl-N',N'-diarylureido, N-aryl-N',N'-dialkylureido, N,N'-diaryl-N'-alkylureido, N,N',N'-trialkylureido, amidino, alkylamidino, arylamidino, imino, hydroxyimino, alkoxyimino, aryloxyimino, aralkoxyimino, alkylazo, arylazo, aralkylazo, aminothiocabonyl, alkylaminothiocabonyl, arylaminothiocabonyl, amino, aminoalkyl, alkylaminoalkyl, dialkylaminoalkyl, arylaminoalkyl, diarylaminoalkyl, alkylarylaminomino, alkylamino, dialkylamino, haloalkylamino, arylamino, diarylamino, alkylarylaminomino, alkylcarbonylamino, alkoxycarbonylamino, aralkoxycarbonylamino,

arylcarbonylamino, arylcarbonylaminoalkyl, aryloxy carbonylaminoalkyl, aryloxyarylcarbonylamino, aryloxy carbonylamino, alkylsulfonylamino, arylsulfonylamino, heteroarylsulfonylamino, heterocyclisulfonylamino, heteroarylthio, azido, $-N^+R^{51}R^{52}R^{53}$, $P(R^{50})_2$, $P(=O)(R^{50})_2$, $OP(=O)(R^{50})_2$, $OP(=O)(R^{50})_2$, $-NR^{60}C(=O)R^{63}$, dialkylphosphonyl, alkylarylphosphonyl, diarylphosphonyl, hydroxyphosphonyl, alkylthio, arylthio, perfluoroalkylthio, hydroxycarbonylalkylthio, thiocyno, isothiocyno, alkylsulfinyloxy, alkylsulfonyloxy, arylsulfinyloxy, arylsulfonyloxy, hydroxysulfonyloxy, alkoxysulfonyloxy, aminosulfonyloxy, alkylaminosulfonyloxy, dialkylaminosulfonyloxy, arylaminosulfonyloxy, diarylaminosulfonyloxy, alkylarylaminosulfonyloxy, alkylsulfinyl, alkylsulfonyl, arylsulfinyl, arylsulfonyl, hydroxysulfonyl, alkoxysulfonyl, aminosulfonyl, alkylaminosulfonyl, dialkylaminosulfonyl, arylaminosulfonyl, diarylaminosulfonyl or alkylarylaminosulfonyl; or two Q^1 groups, which substitute atoms in a 1,2 or 1,3 arrangement, together form alkylenedioxy, thioalkylenoxy or alkylenedithioxy where y is 1 or 2; or two Q^1 groups, which substitute the same atom, together form alkylene; and

each Q^1 is independently unsubstituted or substituted with one or more substituents each independently selected from Q^2 ;

each Q^2 is independently halo, pseudohalo, hydroxy, oxo, thia, nitrile, nitro, formyl, mercapto, hydroxycarbonyl, hydroxycarbonylalkyl, alkyl, haloalkyl, polyhaloalkyl, aminoalkyl, diaminoalkyl, alkenyl containing 1 to 2 double bonds, alkynyl containing 1 to 2 triple bonds, cycloalkyl, cycloalkylalkyl, heterocyclyl, heterocyclylalkyl, aryl, heteroaryl, aralkyl, aralkenyl, aralkynyl, heteroarylalkyl, trialkylsilyl, dialkylarylsilyl, alkyl diarylsilyl, triarylsilyl, alkylidene, arylalkylidene, alkylcarbonyl, arylcarbonyl, heteroarylcarbonyl, alkoxycarbonyl, alkoxycarbonylalkyl, aryloxy carbonyl, aryloxy carbonylalkyl, aralkoxycarbonyl, aralkoxycarbonylalkyl, arylcarbonylalkyl, aminocarbonyl, alkylaminocarbonyl, dialkylaminocarbonyl, arylaminocarbonyl, diarylaminocarbonyl, arylalkylaminocarbonyl, alkoxy, aryloxy, heteroaryloxy, heteroaralkoxy, heterocyclyloxy, cycloalkoxy, perfluoroalkoxy, alkenyloxy, alkynyloxy, aralkoxy, alkylcarbonyloxy, arylcarbonyloxy, aralkylcarbonyloxy, alkoxycarbonyloxy, aryloxy carbonyloxy, aralkoxycarbonyloxy, aminocarbonyloxy, alkylaminocarbonyloxy, dialkylaminocarbonyloxy, alkylarylaminocarbonyloxy, diarylaminocarbonyloxy, guanidino, isothioureido, ureido, N-alkylureido, N-arylureido, N'-alkylureido, N',N'-dialkylureido, N'-alkyl-N'-arylureido, N',N'-diarylureido, N'-arylureido, N,N'-dialkylureido, N-alkyl-N'-arylureido, N-aryl-N'-alkylureido, N,N'-diarylureido, N,N',N'-trialkylureido, N,N'-dialkyl-N'-arylureido, N-alkyl-N',N'-diarylureido, N-aryl-N',N'-dialkylureido, N,N'-diaryl-N'-alkylureido, N,N',N'-trialkylureido, amidino, alkylamidino, arylamidino, aminothiocarbonyl, alkylaminothiocarbonyl, arylaminothiocarbonyl, amino, aminoalkyl, alkylaminoalkyl, dialkylaminoalkyl, arylaminoalkyl, diarylaminoalkyl, alkylarylaminoalkyl, alkylamino, dialkylamino, haloalkylamino, arylamino, diarylamino, alkylarylamino, alkylcarbonylamino, alkoxycarbonylamino, aralkoxycarbonylamino, arylcarbonylamino, arylcarbonylaminoalkyl, aryloxy carbonylaminoalkyl, aryloxyarylcarbonylamino, aryloxy carbonylamino, alkylsulfonylamino, arylsulfonylamino, heteroarylsulfonylamino, heterocyclisulfonylamino, heteroarylthio, azido, $-N^+R^{51}R^{52}R^{53}$, $P(R^{50})_2$, $P(=O)(R^{50})_2$, $OP(=O)(R^{50})_2$, $OP(=O)(R^{50})_2$, $-NR^{60}C(=O)R^{63}$, dialkylphosphonyl, alkylarylphosphonyl, diarylphosphonyl, hydroxyphosphonyl, alkylthio, arylthio, perfluoroalkylthio, hydroxycarbonylalkylthio, thiocyno, isothiocyno, alkylsulfinyloxy, alkylsulfonyloxy,

arylsulfinyloxy, arylsulfonyloxy, hydroxysulfonyloxy, alkoxysulfonyloxy, aminosulfonyloxy, alkylaminosulfonyloxy, dialkylaminosulfonyloxy, arylaminosulfonyloxy, diarylamino sulfonyloxy, alkylarylamino sulfonyloxy, alkylsulfinyl, alkylsulfonyl, arylsulfinyl, arylsulfonyl, hydroxysulfonyl, alkoxysulfonyl, aminosulfonyl, alkylaminosulfonyl, dialkylaminosulfonyl, arylaminosulfonyl, diarylamino sulfonyl or alkylarylamino sulfonyl; or two Q^2 groups, which substitute atoms in a 1,2 or 1,3 arrangement, together form alkylenedioxy, thioalkylenoxy or alkylenedithioxy where y is 1 or 2; or two Q^2 groups, which substitute the same atom, together form alkylene;

each Q^2 is independently unsubstituted or substituted with one or more substituents each independently selected from alkyl, halo and pseudohalo;

R^{50} is hydroxy, alkoxy, aralkoxy, alkyl, heteroaryl, heterocyclyl, aryl or $-NR^{70}R^{71}$, where R^{70} and R^{71} are each independently hydrogen, alkyl, aralkyl, aryl, heteroaryl, heteroaralkyl or heterocyclyl, or R^{70} and R^{71} together form alkylene, azaalkylene, oxaalkylene or thiaalkylene;

R^{51} , R^{52} and R^{53} are each independently hydrogen, alkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, heterocyclyl or heterocyclalkyl;

R^{60} is hydrogen, alkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, heterocyclyl or heterocyclalkyl; and

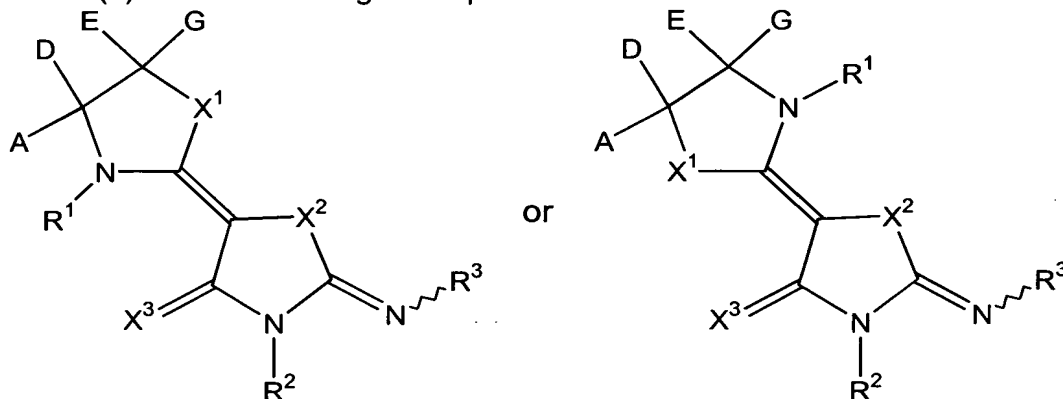
R^{63} is alkoxy, aralkoxy, alkyl, heteroaryl, heterocyclyl, aryl or $-NR^{70}R^{71}$; and

(b) subsequently, simultaneously, or previously administering one or more of the following: a sulfonylurea, a biguanides, a thiazolidinedione, an insulin sensitizer, dehydroepiandrosterone or its conjugated sulfate ester, an antigluco corticoid, a $TNF\alpha$ inhibitor, an α -glucosidase inhibitor, pramlintide, an insulin secretagogue, or insulin.

43. (Original) A method of modulating atherosclerosis, comprising administering a pharmaceutical composition of claim 7.

44. (Currently amended) A method of modulating atherosclerosis, comprising:

(a) administering a compound of formulae I:



or a pharmaceutically acceptable derivative thereof, wherein:

A, D, E and G are selected from (i) or (ii) as follows:

(i) A and G are each independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl,

substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, substituted or unsubstituted heteroarylium, substituted or unsubstituted heteroaryliumalkyl, halo, pseudohalo, OR^{10} , SR^{10} , S(=O)R^{13} , $\text{S(=O)}_2\text{R}^{13}$, $\text{NR}^{11}\text{R}^{12}$ and C(=J)R^{13} , or A and G together form substituted or unsubstituted alkylene, substituted or unsubstituted azaalkylene, substituted or unsubstituted oxaalkylene, substituted or unsubstituted thiaalkylene, substituted or unsubstituted alkenylene, substituted or unsubstituted alkynylene, substituted or unsubstituted 1,3-butadienylene, substituted or unsubstituted 1-aza-1,3-butadienylene, or substituted or unsubstituted 2-aza-1,3-butadienylene;

D and E are each independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, halo and pseudohalo or D and E together form a bond; or

(ii) A and D; or E and G; together form substituted or unsubstituted alkylene, substituted or unsubstituted azaalkylene, substituted or unsubstituted oxaalkylene, or substituted or unsubstituted thiaalkylene; and the others of A, D, E and G are selected as in (i);

X^1 and X^2 are each independently selected from O, S, S(=O) , S(=O)_2 , Se, NR^5 , CR^6R^7 and $\text{CR}^8=\text{CR}^9$;

X^3 is O, S, Se, NR^5 or CR^6R^7 ;

R^1 and R^2 are each independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, substituted or unsubstituted heteroarylium, substituted or unsubstituted heteroaryliumalkyl, OR^{10} , SR^{10} , S(=O)R^{13} , $\text{S(=O)}_2\text{R}^{13}$, $\text{NR}^{11}\text{R}^{12}$ and C(=J)R^{13} ;

R^3 is hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted heteroarylium, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, substituted or unsubstituted heteroaryliumalkyl, OR^{10} , SR^{10} , S(=O)R^{13} , $\text{S(=O)}_2\text{R}^{13}$, $\text{NR}^{11}\text{R}^{12}$ and C(=J)R^{13} ; where

R^5 , R^6 , R^7 , R^8 and R^9 are each independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or

unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, halo, pseudohalo, OR¹⁰, NR¹⁴R¹⁵ and C(=J)R¹³;

R¹⁰, R¹¹ and R¹² are each independently hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl or C(=J)R¹³;

J is O, S or NR¹⁴;

R¹³ is selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, pseudohalo, OR¹⁶ and NR¹⁴R¹⁵;

R¹⁴, R¹⁵ and R¹⁶ are each independently selected from hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, heterocyclyl, cycloalkylalkyl, heterocyclalkyl, aryl, heteroaryl, aralkyl and heteroaralkyl;

where the alkyl, alkenyl, alkynyl, cycloalkyl, heterocyclyl, cycloalkylalkyl, heterocyclalkyl, aryl, heteroaryl, heteroarylium, aralkyl, heteroaralkyl and heteroaryliumalkyl moieties of A, D, E, G, R¹, R², R³, R⁵, R⁶, R⁷, R⁸, R⁹, R¹⁰, R¹¹, R¹² and R¹³ are unsubstituted or substituted with one or more substituents each independently selected from Q¹, where Q¹ is halo, pseudohalo, hydroxy, oxo, thia, nitrile, nitro, formyl, mercapto, hydroxycarbonyl, hydroxycarbonylalkyl, alkyl, haloalkyl, polyhaloalkyl, aminoalkyl, diaminoalkyl, alkenyl containing 1 to 2 double bonds, alkynyl containing 1 to 2 triple bonds, cycloalkyl, cycloalkylalkyl, heterocyclyl, heterocyclalkyl, aryl, heteroaryl, aralkyl, aralkenyl, aralkynyl, heteroarylalkyl, trialkylsilyl, dialkylarylsilyl, alkyl diarylsilyl, triarylsilyl, alkylidene, arylalkylidene, alkylcarbonyl, arylcarbonyl, heteroarylcarbonyl, alkoxycarbonyl, alkoxycarbonylalkyl, aryloxy carbonyl, aryloxy carbonylalkyl, aralkoxycarbonyl, aralkoxycarbonylalkyl, arylcarbonylalkyl, aminocarbonyl, alkylaminocarbonyl, dialkylaminocarbonyl, arylaminocarbonyl, diarylaminocarbonyl, arylalkylaminocarbonyl, alkoxy, aryloxy, heteroaryloxy, heteroaralkoxy, heterocyclyloxy, cycloalkoxy, perfluoroalkoxy, alkenyloxy, alkynyloxy, aralkoxy, alkylcarbonyloxy, arylcarbonyloxy, aralkylcarbonyloxy, alkoxycarbonyloxy, aryloxy carbonyloxy, aralkoxycarbonyloxy, aminocarbonyloxy, alkylaminocarbonyloxy, dialkylaminocarbonyloxy, alkylarylaminocarbonyloxy, diarylaminocarbonyloxy, guanidino, isothioureido, ureido, N-alkylureido, N-arylureido, N'-alkylureido, N',N'-dialkylureido, N'-alkyl-N'-arylureido, N',N'-diarylureido, N'-arylureido, N,N',N'-dialkylureido, N-alkyl-N'-arylureido, N-aryl-N'-alkylureido, N,N'-diarylureido, N,N',N'-trialkylureido, N,N'-dialkyl-N'-arylureido, N-alkyl-N',N'-diarylureido, N-aryl-N',N'-dialkylureido, N,N'-diaryl-N'-alkylureido, N,N',N'-trialkylureido, amidino, alkylamidino, arylamidino, imino, hydroxyimino, alkoxyimino, aryloxyimino, aralkoxyimino, alkylazo, arylazo, aralkylazo, aminothiocarbonyl, alkylaminothiocarbonyl, arylaminothiocarbonyl, amino, aminoalkyl, alkylaminoalkyl, dialkylaminoalkyl, arylaminoalkyl, diarylaminoalkyl, alkylarylaminomino, alkylamino, dialkylamino, haloalkylamino, arylamino, diarylamino, alkylarylaminomino, alkylcarbonylamino, alkoxycarbonylamino, aralkoxycarbonylamino,

arylcarbonylamino, arylcarbonylaminoalkyl, aryloxy carbonylaminoalkyl, aryloxyarylcarbonylamino, aryloxy carbonylamino, alkylsulfonylamino, arylsulfonylamino, heteroarylsulfonylamino, heterocyclisulfonylamino, heteroarylthio, azido, $-N^+R^{51}R^{52}R^{53}$, $P(R^{50})_2$, $P(=O)(R^{50})_2$, $OP(=O)(R^{50})_2$, $OP(=O)(R^{50})_2$, $-NR^{60}C(=O)R^{63}$, dialkylphosphonyl, alkylarylphosphonyl, diarylphosphonyl, hydroxyphosphonyl, alkylthio, arylthio, perfluoroalkylthio, hydroxycarbonylalkylthio, thiocyno, isothiocyno, alkylsulfinyloxy, alkylsulfonyloxy, arylsulfinyloxy, arylsulfonyloxy, hydroxysulfonyloxy, alkoxysulfonyloxy, aminosulfonyloxy, alkylaminosulfonyloxy, dialkylaminosulfonyloxy, arylaminosulfonyloxy, diarylaminosulfonyloxy, alkylarylaminosulfonyloxy, alkylsulfinyl, alkylsulfonyl, arylsulfinyl, arylsulfonyl, hydroxysulfonyl, alkoxysulfonyl, aminosulfonyl, alkylaminosulfonyl, dialkylaminosulfonyl, arylaminosulfonyl, diarylaminosulfonyl or alkylarylaminosulfonyl; or two Q^1 groups, which substitute atoms in a 1,2 or 1,3 arrangement, together form alkylenedioxy, thioalkylenoxy or alkylenedithioxy where y is 1 or 2; or two Q^1 groups, which substitute the same atom, together form alkylene; and

each Q^1 is independently unsubstituted or substituted with one or more substituents each independently selected from Q^2 ;

each Q^2 is independently halo, pseudohalo, hydroxy, oxo, thia, nitrile, nitro, formyl, mercapto, hydroxycarbonyl, hydroxycarbonylalkyl, alkyl, haloalkyl, polyhaloalkyl, aminoalkyl, diaminoalkyl, alkenyl containing 1 to 2 double bonds, alkynyl containing 1 to 2 triple bonds, cycloalkyl, cycloalkylalkyl, heterocyclyl, heterocyclylalkyl, aryl, heteroaryl, aralkyl, aralkenyl, aralkynyl, heteroarylalkyl, trialkylsilyl, dialkylarylsilyl, alkyl diarylsilyl, triarylsilyl, alkylidene, arylalkylidene, alkylcarbonyl, arylcarbonyl, heteroarylcarbonyl, alkoxycarbonyl, alkoxycarbonylalkyl, aryloxy carbonyl, aryloxy carbonylalkyl, aralkoxycarbonyl, aralkoxycarbonylalkyl, arylcarbonylalkyl, aminocarbonyl, alkylaminocarbonyl, dialkylaminocarbonyl, arylaminocarbonyl, diarylaminocarbonyl, arylalkylaminocarbonyl, alkoxy, aryloxy, heteroaryloxy, heteroaralkoxy, heterocyclioxy, cycloalkoxy, perfluoroalkoxy, alkenyloxy, alkynyloxy, aralkoxy, alkylcarbonyloxy, arylcarbonyloxy, aralkylcarbonyloxy, alkoxycarbonyloxy, aryloxy carbonyloxy, aralkoxycarbonyloxy, aminocarbonyloxy, alkylaminocarbonyloxy, dialkylaminocarbonyloxy, alkylarylaminocarbonyloxy, diarylaminocarbonyloxy, guanidino, isothioureido, ureido, N-alkylureido, N-arylureido, N'-alkylureido, N',N'-dialkylureido, N'-alkyl-N'-arylureido, N',N'-diarylureido, N'-arylureido, N,N'-dialkylureido, N-alkyl-N'-arylureido, N-aryl-N'-alkylureido, N,N'-diarylureido, N,N',N'-trialkylureido, N,N'-dialkyl-N'-arylureido, N-alkyl-N',N'-diarylureido, N-aryl-N',N'-dialkylureido, N,N'-diaryl-N'-alkylureido, N,N',N'-trialkylureido, amidino, alkylamidino, arylamidino, aminothiocarbonyl, alkylaminothiocarbonyl, arylaminothiocarbonyl, amino, aminoalkyl, alkylaminoalkyl, dialkylaminoalkyl, arylaminoalkyl, diarylaminoalkyl, alkylarylaminoalkyl, alkylamino, dialkylamino, haloalkylamino, arylamino, diarylamino, alkylarylamino, alkylcarbonylamino, alkoxycarbonylamino, aralkoxycarbonylamino, arylcarbonylamino, arylcarbonylaminoalkyl, aryloxy carbonylaminoalkyl, aryloxyarylcarbonylamino, aryloxy carbonylamino, alkylsulfonylamino, arylsulfonylamino, heteroarylsulfonylamino, heterocyclisulfonylamino, heteroarylthio, azido, $-N^+R^{51}R^{52}R^{53}$, $P(R^{50})_2$, $P(=O)(R^{50})_2$, $OP(=O)(R^{50})_2$, $OP(=O)(R^{50})_2$, $-NR^{60}C(=O)R^{63}$, dialkylphosphonyl, alkylarylphosphonyl, diarylphosphonyl, hydroxyphosphonyl, alkylthio, arylthio, perfluoroalkylthio, hydroxycarbonylalkylthio, thiocyno, isothiocyno, alkylsulfinyloxy, alkylsulfonyloxy,

arylsulfinyloxy, arylsulfonyloxy, hydroxysulfonyloxy, alkoxysulfonyloxy, aminosulfonyloxy, alkylaminosulfonyloxy, dialkylaminosulfonyloxy, arylaminosulfonyloxy, diarylamino sulfonyloxy, alkylarylamino sulfonyloxy, alkylsulfinyl, alkylsulfonyl, arylsulfinyl, arylsulfonyl, hydroxysulfonyl, alkoxysulfonyl, aminosulfonyl, alkylaminosulfonyl, dialkylaminosulfonyl, arylaminosulfonyl, diarylamino sulfonyl or alkylarylamino sulfonyl; or two Q^2 groups, which substitute atoms in a 1,2 or 1,3 arrangement, together form alkylenedioxy, thioalkylenoxy or alkylenedithioxy where y is 1 or 2; or two Q^2 groups, which substitute the same atom, together form alkylene;

each Q^2 is independently unsubstituted or substituted with one or more substituents each independently selected from alkyl, halo and pseudohalo;

R^{50} is hydroxy, alkoxy, aralkoxy, alkyl, heteroaryl, heterocyclyl, aryl or $-NR^{70}R^{71}$, where R^{70} and R^{71} are each independently hydrogen, alkyl, aralkyl, aryl, heteroaryl, heteroaralkyl or heterocyclyl, or R^{70} and R^{71} together form alkylene, azaalkylene, oxaalkylene or thiaalkylene;

R^{51} , R^{52} and R^{53} are each independently hydrogen, alkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, heterocyclyl or heterocyclalkyl;

R^{60} is hydrogen, alkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, heterocyclyl or heterocyclalkyl; and

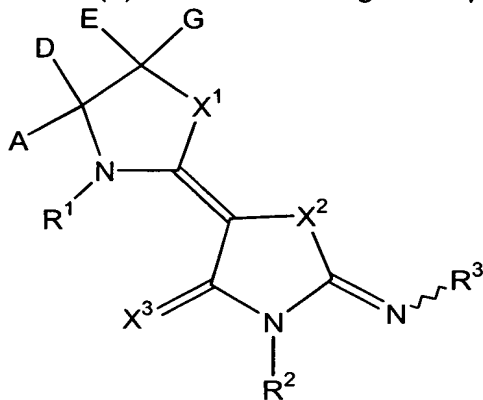
R^{63} is alkoxy, aralkoxy, alkyl, heteroaryl, heterocyclyl, aryl or $-NR^{70}R^{71}$; and

(b) subsequently, simultaneously, or previously administering one or more of the following: an antihyperlipidemic agent, a plasma HDL-raising agent, an antihypercholesterolemic agent, an HMG-CoA synthase inhibitor, a squalene epoxidase inhibitor, a squalene synthetase inhibitor, an acyl-coenzyme A cholesterol acyltransferase inhibitor, probucol, nicotinic acid or a salt thereof, niacinamide, a cholesterol absorption inhibitor, a bile acid sequestrant anion exchange resin, a low density lipoprotein receptor inducer, a fibrate, vitamin B₆ or a pharmaceutically acceptable salt thereof, vitamin B₁₂, vitamin B₃, an anti-oxidant vitamin, a beta-blocker, an angiotensin II antagonist, an angiotensin converting enzyme inhibitor, a platelet aggregation inhibitor, or aspirin.

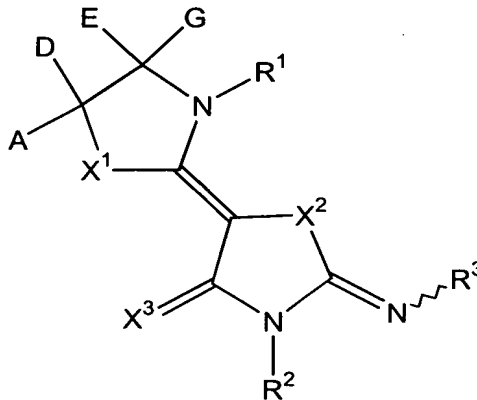
45. (Original) A method of treating, preventing, or ameliorating obesity or complications thereof, comprising administering a pharmaceutical composition of claim 25.

46. (Currently amended) A method of treating, preventing, or ameliorating obesity or complications thereof, comprising:

(a) administering a compound of formulae I:



or



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or a pharmaceutically acceptable derivative thereof, wherein:

A, D, E and G are selected from (i) or (ii) as follows:

(i) A and G are each independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, substituted or unsubstituted heteroarylum, substituted or unsubstituted heteroarylumalkyl, halo, pseudohalo, OR^{10} , SR^{10} , $S(=O)R^{13}$, $S(=O)_2R^{13}$, $NR^{11}R^{12}$ and $C(=J)R^{13}$, or A and G together form substituted or unsubstituted alkylene, substituted or unsubstituted azaalkylene, substituted or unsubstituted oxaalkylene, substituted or unsubstituted thiaalkylene, substituted or unsubstituted alkenylene, substituted or unsubstituted alkynylene, substituted or unsubstituted 1,3-butadienylene, substituted or unsubstituted 1-aza-1,3-butadienylene, or substituted or unsubstituted 2-aza-1,3-butadienylene;

D and E are each independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, halo and pseudohalo or D and E together form a bond; or

(ii) A and D; or E and G; together form substituted or unsubstituted alkylene, substituted or unsubstituted azaalkylene, substituted or unsubstituted oxaalkylene, or substituted or unsubstituted thiaalkylene; and the others of A, D, E and G are selected as in (i);

X^1 and X^2 are each independently selected from O, S, $S(=O)$, $S(=O)_2$, Se, NR^5 , CR^6R^7 and $CR^8=CR^9$;

X^3 is O, S, Se, NR^5 or CR^6R^7 ;

R^1 and R^2 are each independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, substituted or unsubstituted heteroarylum, substituted or unsubstituted heteroarylumalkyl, OR^{10} , SR^{10} , $S(=O)R^{13}$, $S(=O)_2R^{13}$, $NR^{11}R^{12}$ and $C(=J)R^{13}$;

R^3 is hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted heteroarylum, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, substituted or unsubstituted heteroarylumalkyl, OR^{10} , SR^{10} , $S(=O)R^{13}$, $S(=O)_2R^{13}$, $NR^{11}R^{12}$ and $C(=J)R^{13}$; where

R^5 , R^6 , R^7 , R^8 and R^9 are each independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, halo, pseudohalo, OR^{10} , $NR^{14}R^{15}$ and $C(=J)R^{13}$;

R^{10} , R^{11} and R^{12} are each independently hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl or $C(=J)R^{13}$;

J is O, S or NR^{14} ;

R^{13} is selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, pseudohalo, OR^{16} and $NR^{14}R^{15}$;

R^{14} , R^{15} and R^{16} are each independently selected from hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, heterocyclyl, cycloalkylalkyl, heterocyclalkyl, aryl, heteroaryl, aralkyl and heteroaralkyl;

where the alkyl, alkenyl, alkynyl, cycloalkyl, heterocyclyl, cycloalkylalkyl, heterocyclalkyl, aryl, heteroaryl, heteroarylium, aralkyl, heteroaralkyl and heteroaryliumalkyl moieties of A, D, E, G, R^1 , R^2 , R^3 , R^5 , R^6 , R^7 , R^8 , R^9 , R^{10} , R^{11} , R^{12} and R^{13} are unsubstituted or substituted with one or more substituents each independently selected from Q^1 , where Q^1 is halo, pseudohalo, hydroxy, oxo, thia, nitrile, nitro, formyl, mercapto, hydroxycarbonyl, hydroxycarbonylalkyl, alkyl, haloalkyl, polyhaloalkyl, aminoalkyl, diaminoalkyl, alkenyl containing 1 to 2 double bonds, alkynyl containing 1 to 2 triple bonds, cycloalkyl, cycloalkylalkyl, heterocyclyl, heterocyclalkyl, aryl, heteroaryl, aralkyl, aralkenyl, aralkynyl, heteroarylalkyl, trialkylsilyl, dialkylarylsilyl, alkyl diarylsilyl, triarylsilyl, alkylidene, arylalkylidene, alkylcarbonyl, arylcarbonyl, heteroarylcarbonyl, alkoxycarbonyl, alkoxycarbonylalkyl, aryloxy carbonyl, aryloxy carbonylalkyl, aralkoxycarbonyl, aralkoxycarbonylalkyl, arylcarbonylalkyl, aminocarbonyl, alkylaminocarbonyl, dialkylaminocarbonyl, arylaminocarbonyl, diarylaminocarbonyl, arylalkylaminocarbonyl, alkoxy, aryloxy, heteroaryloxy, heteroaralkoxy, heterocycliloxy, cycloalkoxy, perfluoroalkoxy, alkenyloxy, alkynyloxy, aralkoxy, alkylcarbonyloxy, arylcarbonyloxy, aralkylcarbonyloxy, alkoxycarbonyloxy, aryloxy carbonyloxy, aralkoxycarbonyloxy, aminocarbonyloxy, alkylaminocarbonyloxy, dialkylaminocarbonyloxy, alkylarylaminocarbonyloxy, diarylaminocarbonyloxy, guanidino, isothioureido, ureido, N-alkylureido, N-arylureido, N'-alkylureido, N',N'-dialkylureido, N'-alkyl-N'-arylureido, N',N'-diarylureido, N'-arylureido, N,N'-dialkylureido, N-alkyl-N'-arylureido, N-aryl-N'-alkylureido, N,N'-diarylureido, N,N',N'-trialkylureido, N,N'-dialkyl-N'-arylureido, N-alkyl-N',N'-diarylureido, N-aryl-N',N'-dialkylureido, N,N'-diaryl-N'-alkylureido, N,N',N'-trialkylureido, amidino, alkylamidino, arylamidino, imino, hydroxyimino, alkoxyimino,

aryloxyimino, aralkoxyimino, alkylazo, arylazo, aralkylazo, aminothiocarbonyl, alkylaminothiocarbonyl, arylaminothiocarbonyl, amino, aminoalkyl, alkylaminoalkyl, dialkylaminoalkyl, arylaminoalkyl, diarylaminoalkyl, alkylarylaminominoalkyl, alkylamino, dialkylamino, haloalkylamino, arylamino, diarylamino, alkylarylamino, alkylcarbonylamino, alkoxycarbonylamino, aralkoxycarbonylamino, arylcarbonylamino, arylcarbonylaminoalkyl, aryloxycarbonylaminoalkyl, aryloxyarylcabonylamino, aryloxycarbonylamino, alkylsulfonylamino, arylsulfonylamino, heteroarylsulfonylamino, heterocyclisulfonylamino, heteroarylthio, azido, $-N^+R^{51}R^{52}R^{53}$, $P(R^{50})_2$, $P(=O)(R^{50})_2$, $OP(=O)(R^{50})_2$, $OP(=O)(R^{50})_2$, $-NR^{60}C(=O)R^{63}$, dialkylphosphonyl, alkylarylphosphonyl, diarylphosphonyl, hydroxyphosphonyl, alkylthio, arylthio, perfluoroalkylthio, hydroxycarbonylalkylthio, thiocyano, isothiocyano, alkylsulfinyloxy, alkylsulfonyloxy, arylsulfinyloxy, arylsulfonyloxy, hydroxysulfonyloxy, alkoxysulfonyloxy, aminosulfonyloxy, alkylaminosulfonyloxy, dialkylaminosulfonyloxy, arylaminosulfonyloxy, alkylaminosulfonyloxy, alkylarylaminosulfonyloxy, alkylsulfinyl, alkylsulfonyl, arylsulfinyl, arylsulfonyl, hydroxysulfonyl, alkoxysulfonyl, aminosulfonyl, alkylaminosulfonyl, dialkylaminosulfonyl, arylaminosulfonyl, diarylaminosulfonyl or alkylarylaminosulfonyl; or two Q^1 groups, which substitute atoms in a 1,2 or 1,3 arrangement, together form alkylenedioxy, thioalkylenoxy or alkylenedithioxy where y is 1 or 2; or two Q^1 groups, which substitute the same atom, together form alkylene; and

each Q^1 is independently unsubstituted or substituted with one or more substituents each independently selected from Q^2 ;

each Q^2 is independently halo, pseudohalo, hydroxy, oxo, thia, nitrile, nitro, formyl, mercapto, hydroxycarbonyl, hydroxycarbonylalkyl, alkyl, haloalkyl, polyhaloalkyl, aminoalkyl, diaminoalkyl, alkenyl containing 1 to 2 double bonds, alkynyl containing 1 to 2 triple bonds, cycloalkyl, cycloalkylalkyl, heterocyclyl, heterocyclylalkyl, aryl, heteroaryl, aralkyl, aralkenyl, aralkynyl, heteroarylalkyl, trialkylsilyl, dialkylarylsilyl, alkylarylsilyl, triarylsilyl, alkylidene, arylalkylidene, alkylcarbonyl, arylcarbonyl, heteroarylcarbonyl, alkoxycarbonyl, alkoxycarbonylalkyl, aryloxycarbonyl, aryloxycarbonylalkyl, aralkoxycarbonyl, aralkoxycarbonylalkyl, arylcarbonylalkyl, aminocarbonyl, alkylaminocarbonyl, dialkylaminocarbonyl, arylaminocarbonyl, diarylaminoalkyl, arylalkylaminocarbonyl, alkoxy, aryloxy, heteroaryloxy, heteroaralkoxy, heterocyclyloxy, cycloalkoxy, perfluoroalkoxy, alkenyloxy, alkynyloxy, aralkoxy, alkylcarbonyloxy, arylcarbonyloxy, aralkylcarbonyloxy, alkoxycarbonyloxy, aryloxycarbonyloxy, aralkoxycarbonyloxy, aminocarbonyloxy, alkylaminocarbonyloxy, dialkylaminocarbonyloxy, alkylarylaminocarbonyloxy, diarylaminoalkyl, guanidino, isothioureido, ureido, N-alkylureido, N-arylureido, N'-alkylureido, N',N'-dialkylureido, N'-alkyl-N'-arylureido, N',N'-diarylureido, N'-arylureido, N,N'-dialkylureido, N-alkyl-N'-arylureido, N-aryl-N'-alkylureido, N,N'-diarylureido, N,N',N'-trialkylureido, N,N'-dialkyl-N'-arylureido, N-alkyl-N',N'-diarylureido, N-aryl-N',N'-dialkylureido, N,N'-diaryl-N'-alkylureido, N,N',N'-trialkylureido, amidino, alkylamidino, arylamidino, aminothiocarbonyl, alkylaminothiocarbonyl, arylaminothiocarbonyl, amino, aminoalkyl, alkylaminoalkyl, dialkylaminoalkyl, arylaminoalkyl, diarylaminoalkyl, alkylarylaminominoalkyl, alkylamino, dialkylamino, haloalkylamino, arylamino, diarylamino, alkylarylamino, alkylcarbonylamino, alkoxycarbonylamino, aralkoxycarbonylamino, arylcarbonylamino, arylcarbonylaminoalkyl, aryloxycarbonylaminoalkyl, aryloxyarylcabonylamino, aryloxycarbonylamino, alkylsulfonylamino,

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arylsulfonylamino, heteroarylsulfonylamino, heterocyclisulfonylamino, heteroarylthio, azido, $-N^+R^{51}R^{52}R^{53}$, $P(R^{50})_2$, $P(=O)(R^{50})_2$, $OP(=O)(R^{50})_2$, $OP(=O)(R^{50})_2$, $-NR^{60}C(=O)R^{63}$, dialkylphosphonyl, alkylarylphosphonyl, diarylphosphonyl, hydroxyphosphonyl, alkylthio, arylthio, perfluoroalkylthio, hydroxycarbonylalkylthio, thiocyno, isothiocyno, alkylsulfinyloxy, alkylsulfonyloxy, arylsulfinyloxy, arylsulfonyloxy, hydroxysulfonyloxy, alkoxy sulfonyloxy, aminosulfonyloxy, alkylaminosulfonyloxy, dialkylaminosulfonyloxy, arylaminosulfonyloxy, diarylaminosulfonyloxy, alkylarylaminosulfonyloxy, alkylsulfinyl, alkylsulfonyl, arylsulfinyl, arylsulfonyl, hydroxysulfonyl, alkoxy sulfonyl, aminosulfonyl, alkylaminosulfonyl, dialkylaminosulfonyl, arylaminosulfonyl, diarylaminosulfonyl or alkylarylaminosulfonyl; or two Q^2 groups, which substitute atoms in a 1,2 or 1,3 arrangement, together form alkylenedioxy, thioalkylenoxy or alkylenedithioxy where y is 1 or 2; or two Q^2 groups, which substitute the same atom, together form alkylene;

each Q^2 is independently unsubstituted or substituted with one or more substituents each independently selected from alkyl, halo and pseudohalo;

R^{50} is hydroxy, alkoxy, aralkoxy, alkyl, heteroaryl, heterocyclyl, aryl or $-NR^{70}R^{71}$, where R^{70} and R^{71} are each independently hydrogen, alkyl, aralkyl, aryl, heteroaryl, heteroaralkyl or heterocyclyl, or R^{70} and R^{71} together form alkylene, azaalkylene, oxaalkylene or thiaalkylene;

R^{51} , R^{52} and R^{53} are each independently hydrogen, alkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, heterocyclyl or heterocyclalkyl;

R^{60} is hydrogen, alkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, heterocyclyl or heterocyclalkyl; and

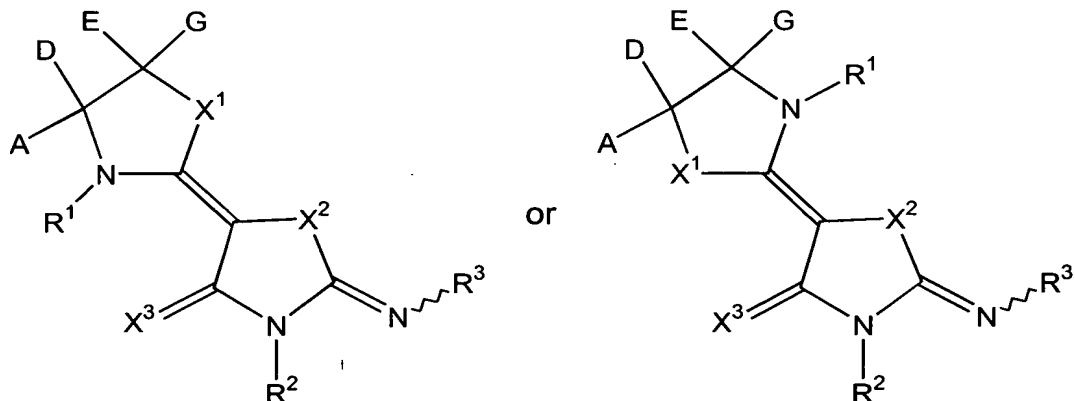
R^{63} is alkoxy, aralkoxy, alkyl, heteroaryl, heterocyclyl, aryl or $-NR^{70}R^{71}$; and

(b) subsequently, simultaneously, or previously administering one or more of the following: phenylpropanolamine, phentermine, diethylpropion, mazindol, fenfluramine, dexfenfluramine, phentiramine, a β_3 adrenoceptor agonist, sibutramine, a gastrointestinal lipase inhibitor, a leptin, neuropeptide Y, enterostatin, cholecystokinin, bombesin, amylin, a histamine H_3 receptor, a dopamine D_2 receptor, melanocyte stimulating hormone, corticotrophin releasing factor, galanin or gamma amino butyric acid.

47. (Original) A method of treating, preventing, or ameliorating one or more symptoms of cholestasis, comprising administering a pharmaceutical composition of claim 27.

48. (Currently amended) A method of treating, preventing, or ameliorating one or more symptoms of cholestasis, comprising:

(a) administering a compound of formulae I:



or a pharmaceutically acceptable derivative thereof, wherein:

A, D, E and G are selected from (i) or (ii) as follows:

(i) A and G are each independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclylalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, substituted or unsubstituted heteroarylium, substituted or unsubstituted heteroaryliumalkyl, halo, pseudohalo, OR^{10} , SR^{10} , $S(=O)R^{13}$, $S(=O)_2R^{13}$, $NR^{11}R^{12}$ and $C(=J)R^{13}$, or A and G together form substituted or unsubstituted alkylene, substituted or unsubstituted azaalkylene, substituted or unsubstituted oxaalkylene, substituted or unsubstituted thiaalkylene, substituted or unsubstituted alkenylene, substituted or unsubstituted alkynylene, substituted or unsubstituted 1,3-butadienylene, substituted or unsubstituted 1-aza-1,3-butadienylene, or substituted or unsubstituted 2-aza-1,3-butadienylene;

D and E are each independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclylalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, halo and pseudohalo or D and E together form a bond; or

(ii) A and D; or E and G; together form substituted or unsubstituted alkylene, substituted or unsubstituted azaalkylene, substituted or unsubstituted oxaalkylene, or substituted or unsubstituted thiaalkylene; and the others of A, D, E and G are selected as in (i);

X^1 and X^2 are each independently selected from O, S, $S(=O)$, $S(=O)_2$, Se, NR^5 , CR^6R^7 and $CR^8=CR^9$;

X^3 is O, S, Se, NR^5 or CR^6R^7 ;

R^1 and R^2 are each independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted

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heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, substituted or unsubstituted heteroarylium, substituted or unsubstituted heteroaryliumalkyl, OR¹⁰, SR¹⁰, S(=O)R¹³, S(=O)₂R¹³, NR¹¹R¹² and C(=J)R¹³;

R³ is hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted heteroarylium, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, substituted or unsubstituted heteroaryliumalkyl, OR¹⁰, SR¹⁰, S(=O)R¹³, S(=O)₂R¹³, NR¹¹R¹² and C(=J)R¹³; where

R⁵, R⁶, R⁷, R⁸ and R⁹ are each independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, halo, pseudohalo, OR¹⁰, NR¹⁴R¹⁵ and C(=J)R¹³;

R¹⁰, R¹¹ and R¹² are each independently hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl or C(=J)R¹³;

J is O, S or NR¹⁴;

R¹³ is selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, pseudohalo, OR¹⁶ and NR¹⁴R¹⁵;

R¹⁴, R¹⁵ and R¹⁶ are each independently selected from hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, heterocycl, cycloalkylalkyl, heterocyclalkyl, aryl, heteroaryl, aralkyl and heteroaralkyl;

where the alkyl, alkenyl, alkynyl, cycloalkyl, heterocycl, cycloalkylalkyl, heterocyclalkyl, aryl, heteroaryl, heteroarylium, aralkyl, heteroaralkyl and heteroaryliumalkyl moieties of A, D, E, G, R¹, R², R³, R⁵, R⁶, R⁷, R⁸, R⁹, R¹⁰, R¹¹, R¹² and R¹³ are unsubstituted or substituted with one or more substituents each independently selected from Q¹, where Q¹ is halo, pseudohalo, hydroxy, oxo, thia, nitrile, nitro, formyl, mercapto, hydroxycarbonyl, hydroxycarbonylalkyl, alkyl, haloalkyl, polyhaloalkyl, aminoalkyl, diaminoalkyl, alkenyl containing 1 to 2 double bonds, alkynyl containing 1 to 2 triple bonds, cycloalkyl, cycloalkylalkyl, heterocycl, heterocyclalkyl, aryl, heteroaryl, aralkyl, aralkenyl, aralkynyl, heteroarylalkyl, trialkylsilyl, dialkylarylsilyl, alkylidiarylsilyl, triarylsilyl, alkylidene, arylalkylidene, alkylcarbonyl, arylcarbonyl, heteroarylcarbonyl, alkoxycarbonyl, alkoxycarbonylalkyl,

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aryloxy carbonyl, aryloxy carbonylalkyl, aralkoxy carbonyl, aralkoxy carbonylalkyl, aryl carbonylalkyl, aminocarbonyl, alkylaminocarbonyl, dialkylaminocarbonyl, arylaminocarbonyl, diarylaminocarbonyl, arylalkylaminocarbonyl, alkoxy, aryloxy, heteroaryloxy, heteroaralkoxy, heterocyclyloxy, cycloalkoxy, perfluoroalkoxy, alkenyloxy, alkynyloxy, aralkoxy, alkylcarbonyloxy, arylcarbonyloxy, aralkylcarbonyloxy, alkoxy carbonyloxy, aryloxy carbonyloxy, aralkoxy carbonyloxy, aminocarbonyloxy, alkylaminocarbonyloxy, dialkylaminocarbonyloxy, alkylarylaminocarbonyloxy, diarylaminocarbonyloxy, guanidino, isothioureido, ureido, N-alkylureido, N-arylureido, N'-alkylureido, N',N'-dialkylureido, N'-alkyl-N'-arylureido, N',N'-diarylureido, N'-arylureido, N,N'-dialkylureido, N-alkyl-N'-arylureido, N-aryl-N'-alkylureido, N,N'-diarylureido, N,N',N'-trialkylureido, N,N'-dialkyl-N'-arylureido, N-alkyl-N',N'-diarylureido, N-aryl-N',N'-dialkylureido, N,N'-diaryl-N'-alkylureido, N,N',N'-triarylureido, amidino, alkylamidino, arylamidino, imino, hydroxyimino, alkoxyimino, aryloxyimino, aralkoxyimino, alkylazo, arylazo, aralkylazo, aminothiocarbonyl, alkylaminothiocarbonyl, arylaminothiocarbonyl, amino, aminoalkyl, alkylaminoalkyl, dialkylaminoalkyl, arylaminoalkyl, diarylaminoalkyl, alkylarylaminoalkyl, alkylamino, dialkylamino, haloalkylamino, arylamino, diarylamino, alkylarylamino, alkylcarbonylamino, alkoxy carbonylamino, aralkoxy carbonylamino, arylcarbonylamino, arylcarbonylaminoalkyl, aryloxy carbonylaminoalkyl, aryloxyarylcarbonylamino, aryloxy carbonylamino, alkylsulfonylamino, arylsulfonylamino, heteroarylsulfonylamino, heterocyclylsulfonylamino, heteroarylthio, azido, $-N^+R^{51}R^{52}R^{53}$, $P(R^{50})_2$, $P(=O)(R^{50})_2$, $OP(=O)(R^{50})_2$, $OP(=O)(R^{50})_2$, $-NR^{60}C(=O)R^{63}$, dialkylphosphonyl, alkylarylphosphonyl, diarylphosphonyl, hydroxyphosphonyl, alkylthio, arylthio, perfluoroalkylthio, hydroxycarbonylalkylthio, thiocyno, isothiocyano, alkylsulfinyloxy, alkylsulfonyloxy, arylsulfinyloxy, arylsulfonyloxy, hydroxysulfonyloxy, alkoxy sulfonyloxy, aminosulfonyloxy, alkylaminosulfonyloxy, dialkylaminosulfonyloxy, arylaminosulfonyloxy, diarylaminosulfonyloxy, alkylarylaminosulfonyloxy, alkylsulfinyl, alkylsulfonyl, arylsulfinyl, arylsulfonyl, hydroxysulfonyl, alkoxy sulfonyl, aminosulfonyl, alkylaminosulfonyl, dialkylaminosulfonyl, arylaminosulfonyl, diarylaminosulfonyl or alkylarylaminosulfonyl; or two Q^1 groups, which substitute atoms in a 1,2 or 1,3 arrangement, together form alkylenedioxy, thioalkylenoxy or alkylenedithioxy where y is 1 or 2; or two Q^1 groups, which substitute the same atom, together form alkylene; and

each Q^1 is independently unsubstituted or substituted with one or more substituents each independently selected from Q^2 ;

each Q^2 is independently halo, pseudohalo, hydroxy, oxo, thia, nitrile, nitro, formyl, mercapto, hydroxycarbonyl, hydroxycarbonylalkyl, alkyl, haloalkyl, polyhaloalkyl, aminoalkyl, diaminoalkyl, alkenyl containing 1 to 2 double bonds, alkynyl containing 1 to 2 triple bonds, cycloalkyl, cycloalkylalkyl, heterocyclyl, heterocyclylalkyl, aryl, heteroaryl, aralkyl, aralkenyl, aralkynyl, heteroarylalkyl, trialkylsilyl, dialkylarylsilyl, alkyl diarylsilyl, triarylsilyl, alkylidene, arylalkylidene, alkylcarbonyl, arylcarbonyl, heteroarylcarbonyl, alkoxy carbonyl, alkoxy carbonylalkyl, aryloxy carbonyl, aryloxy carbonylalkyl, aralkoxy carbonyl, aralkoxy carbonylalkyl, arylcarbonylalkyl, aminocarbonyl, alkylaminocarbonyl, dialkylaminocarbonyl, arylaminocarbonyl, diarylaminocarbonyl, arylalkylaminocarbonyl, alkoxy, aryloxy, heteroaryloxy, heteroaralkoxy, heterocyclyloxy, cycloalkoxy, perfluoroalkoxy, alkenyloxy, alkynyloxy, aralkoxy, alkylcarbonyloxy, arylcarbonyloxy, aralkylcarbonyloxy, alkoxy carbonyloxy, aryloxy carbonyloxy, aralkoxy carbonyloxy,

aminocarbonyloxy, alkylaminocarbonyloxy, dialkylaminocarbonyloxy, alkylarylaminocarbonyloxy, diarylaminocarbonyloxy, guanidino, isothioureido, ureido, N-alkylureido, N-arylureido, N'-alkylureido, N',N'-dialkylureido, N'-alkyl-N'-arylureido, N',N'-diarylureido, N'-arylureido, N,N'-dialkylureido, N-alkyl-N'-arylureido, N-aryl-N'-alkylureido, N,N'-diarylureido, N,N',N'-trialkylureido, N,N'-dialkyl-N'-arylureido, N-alkyl-N',N'-diarylureido, N-aryl-N',N'-dialkylureido, N,N'-diaryl-N'-alkylureido, N,N',N'-triarylureido, amidino, alkylamidino, arylamidino, aminothiocarbonyl, alkylaminothiocarbonyl, arylaminothiocarbonyl, amino, aminoalkyl, alkylaminoalkyl, dialkylaminoalkyl, arylaminoalkyl, diarylaminoalkyl, alkylarylaminoalkyl, alkylamino, dialkylamino, haloalkylamino, arylamino, diarylamino, alkylarylamino, alkylcarbonylamino, alkoxycarbonylamino, aralkoxycarbonylamino, arylcarbonylamino, arylcarbonylaminoalkyl, aryloxycarbonylaminoalkyl, aryloxyarylcabonylamino, aryloxycarbonylamino, alkylsulfonylamino, arylsulfonylamino, heteroarylsulfonylamino, heterocyclisulfonylamino, heteroarylthio, azido, $-N^+R^{51}R^{52}R^{53}$, $P(R^{50})_2$, $P(=O)(R^{50})_2$, $OP(=O)(R^{50})_2$, $OP(=O)(R^{50})_2$, $-NR^{60}C(=O)R^{63}$, dialkylphosphonyl, alkylarylphosphonyl, diarylphosphonyl, hydroxyphosphonyl, alkylthio, arylthio, perfluoroalkylthio, hydroxycarbonylalkylthio, thiocyno, isothiocyano, alkylsulfinyloxy, alkylsulfonyloxy, arylsulfinyloxy, arylsulfonyloxy, hydroxysulfonyloxy, alkoxysulfonyloxy, aminosulfonyloxy, alkylaminosulfonyloxy, dialkylaminosulfonyloxy, arylaminosulfonyloxy, diarylaminosulfonyloxy, alkylarylaminosulfonyloxy, alkylsulfinyl, alkylsulfonyl, arylsulfinyl, arylsulfonyl, hydroxysulfonyl, alkoxysulfonyl, aminosulfonyl, alkylaminosulfonyl, dialkylaminosulfonyl, arylaminosulfonyl, diarylaminosulfonyl or alkylarylaminosulfonyl; or two Q^2 groups, which substitute atoms in a 1,2 or 1,3 arrangement, together form alkylenedioxy, thioalkylenoxy or alkylenedithioxy where y is 1 or 2; or two Q^2 groups, which substitute the same atom, together form alkylene;

each Q^2 is independently unsubstituted or substituted with one or more substituents each independently selected from alkyl, halo and pseudohalo;

R^{50} is hydroxy, alkoxy, aralkoxy, alkyl, heteroaryl, heterocyclyl, aryl or $-NR^{70}R^{71}$, where R^{70} and R^{71} are each independently hydrogen, alkyl, aralkyl, aryl, heteroaryl, heteroaralkyl or heterocyclyl, or R^{70} and R^{71} together form alkylene, azaalkylene, oxaalkylene or thiaalkylene;

R^{51} , R^{52} and R^{53} are each independently hydrogen, alkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, heterocyclyl or heterocyclylalkyl;

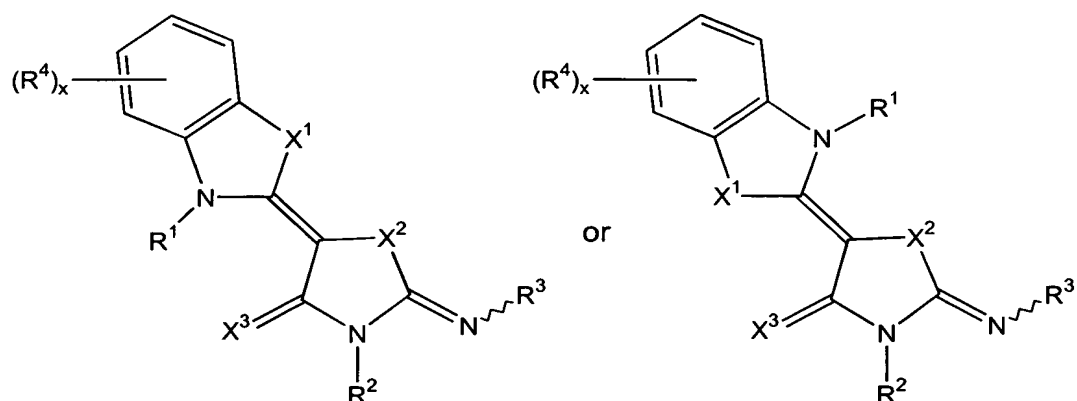
R^{60} is hydrogen, alkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, heterocyclyl or heterocyclylalkyl; and

R^{63} is alkoxy, aralkoxy, alkyl, heteroaryl, heterocyclyl, aryl or $-NR^{70}R^{71}$; and

(b) subsequently, simultaneously, or previously administering one or more of the following: ursodeoxycholic acid, a corticosteroid, an anti-infective agent, an anti-viral agent, vitamin D, vitamin A, phenobarbital, cholestyramine, UV light, an antihistamine, an oral opiate receptor antagonist or a biphosphate.

49. (Original) A method of treating, preventing, or ameliorating the symptoms of a disease or disorder that is modulated or otherwise affected by nuclear receptor activity or in which nuclear receptor activity is implicated, comprising administering a compound of formulae III:

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or a pharmaceutically acceptable derivative thereof, wherein:

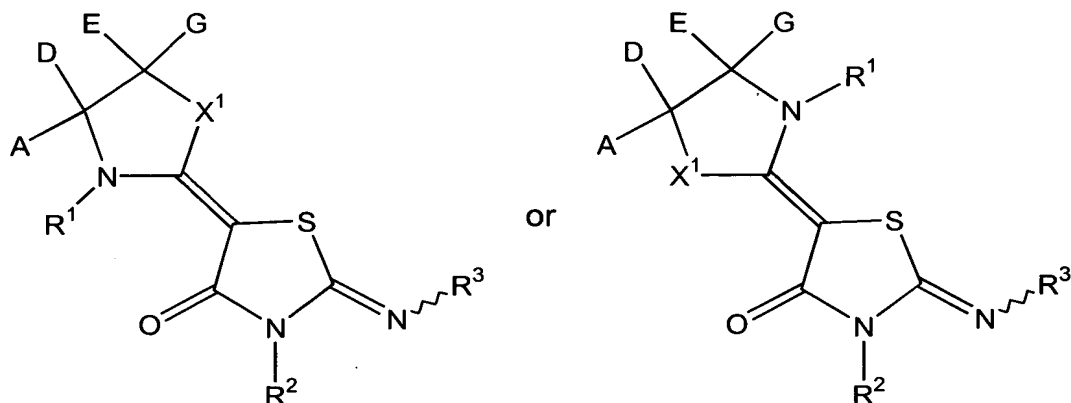
each R^4 is independently substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclylalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, substituted or unsubstituted guanidino, substituted or unsubstituted isothioureido, halo, pseudohalo, OR^{10} , SR^{10} , $S(=O)R^{13}$, $S(=O)_2R^{13}$, $NR^{11}R^{12}$ or $C(=J)R^{13}$;

x is an integer from 0 to 4; and

the amino, alkyl, alkenyl, alkynyl, cycloalkyl, heterocyclyl, cycloalkylalkyl, heterocyclylalkyl, aryl, heteroaryl, heteroarylium, aralkyl, heteroaralkyl and heteroaryliumalkyl moieties of R^4 are unsubstituted or substituted with one or more substituents each independently selected from Q^2 .

50. (Original) The method of claim 49, wherein X^2 is S and X^3 is O.
51. (Original) The method of claim 50, wherein X^1 is S.
52. (Original) The method of claim 51, wherein R^1 is substituted or unsubstituted alkyl.
53. (Original) The method of claim 52, wherein R^2 is substituted or unsubstituted alkyl, or substituted or unsubstituted aralkyl.
54. (Original) The method of claim 53, wherein R^3 is substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl.
55. (Original) The method of claim 50, wherein X^1 is $CR^8=CR^9$.
56. The method of claim 55, wherein R^1 is substituted or unsubstituted alkyl.
57. (Original) The method of claim 56, wherein R^2 is substituted or unsubstituted alkyl, or substituted or unsubstituted aralkyl.
58. (Original) The method of claim 57, wherein R^3 is substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl.
59. (Currently amended) A method of treating, preventing, or ameliorating the symptoms of a disease or disorder that is modulated or otherwise affected by nuclear receptor activity or in which nuclear receptor activity is implicated, comprising administering a compound of formulae II:

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or a pharmaceutically acceptable derivative thereof, wherein:

A and G are each independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, substituted or unsubstituted heteroarylum, substituted or unsubstituted heteroarylumalkyl, halo, pseudohalo, OR^{10} , SR^{10} , $S(=O)R^{13}$, $S(=O)_2R^{13}$, $NR^{11}R^{12}$ and $C(=J)R^{13}$;

D and E are each independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, halo and pseudohalo or D and E together form a bond;

X^1 is S;

R^1 and R^2 are each independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, substituted or unsubstituted heteroarylum, substituted or unsubstituted heteroarylumalkyl, OR^{10} , SR^{10} , $S(=O)R^{13}$, $S(=O)_2R^{13}$, $NR^{11}R^{12}$ and $C(=J)R^{13}$;

R^3 is hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted heteroarylum, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, substituted or unsubstituted heteroarylumalkyl, OR^{10} , SR^{10} , $S(=O)R^{13}$, $S(=O)_2R^{13}$, $NR^{11}R^{12}$ and $C(=J)R^{13}$; where:

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R^5 , R^6 , R^7 , R^8 and R^9 are each independently selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, halo, pseudohalo, OR^{10} , $NR^{14}R^{15}$ and $C(=J)R^{13}$;

R^{10} , R^{11} and R^{12} are each independently hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl or $C(=J)R^{13}$;

J is O, S or NR^{14} ;

R^{13} is selected from hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted alkenyl, substituted or unsubstituted alkynyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocyclyl, substituted or unsubstituted cycloalkylalkyl, substituted or unsubstituted heterocyclalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, substituted or unsubstituted aralkyl, substituted or unsubstituted heteroaralkyl, pseudohalo, OR^{16} and $NR^{14}R^{15}$;

R^{14} , R^{15} and R^{16} are each independently selected from hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, heterocyclyl, cycloalkylalkyl, heterocyclalkyl, aryl, heteroaryl, aralkyl and heteroaralkyl;

where the alkyl, alkenyl, alkynyl, cycloalkyl, heterocyclyl, cycloalkylalkyl, heterocyclalkyl, aryl, heteroaryl, heteroarylium, aralkyl, heteroaralkyl and heteroaryliumalkyl moieties of R^1 , R^2 , R^3 , R^5 , R^6 , R^7 , R^8 , R^9 , R^{10} , R^{11} , R^{12} and R^{13} are unsubstituted or substituted with one or more substituents each independently selected from Q^1 , where Q^1 is halo, pseudohalo, hydroxy, oxo, thia, nitrile, nitro, formyl, mercapto, hydroxycarbonyl, hydroxycarbonylalkyl, alkyl, haloalkyl, polyhaloalkyl, aminoalkyl, diaminoalkyl, alkenyl containing 1 to 2 double bonds, alkynyl containing 1 to 2 triple bonds, cycloalkyl, cycloalkylalkyl, heterocyclyl, heterocyclalkyl, aryl, heteroaryl, aralkyl, aralkenyl, aralkynyl, heteroarylalkyl, trialkylsilyl, dialkylarylsilyl, alkyl diarylsilyl, triarylsilyl, alkylidene, arylalkylidene, alkylcarbonyl, arylcarbonyl, heteroarylcarbonyl, alkoxycarbonyl, alkoxycarbonylalkyl, aryloxy carbonyl, aryloxy carbonylalkyl, aralkoxycarbonyl, aralkoxycarbonylalkyl, arylcarbonylalkyl, aminocarbonyl, alkylaminocarbonyl, dialkylaminocarbonyl, arylaminocarbonyl, diarylaminocarbonyl, arylalkylaminocarbonyl, alkoxy, aryloxy, heteroaryloxy, heteroaralkoxy, heterocycliloxy, cycloalkoxy, perfluoroalkoxy, alkenyloxy, alkynyloxy, aralkoxy, alkylcarbonyloxy, arylcarbonyloxy, aralkylcarbonyloxy, alkoxycarbonyloxy, aryloxy carbonyloxy, aralkoxycarbonyloxy, aminocarbonyloxy, alkylaminocarbonyloxy, dialkylaminocarbonyloxy, alkylarylaminocarbonyloxy, diarylaminocarbonyloxy, guanidino, isothioureido, ureido, N-alkylureido, N-arylureido, N'-alkylureido, N',N'-dialkylureido, N'-alkyl-N'-arylureido, N',N'-diarylureido, N'-arylureido, N,N'-dialkylureido, N-alkyl-N'-arylureido, N-aryl-N'-alkylureido, N,N'-diarylureido, N,N',N'-trialkylureido, N,N'-dialkyl-N'-arylureido, N-alkyl-N',N'-diarylureido, N-aryl-N',N'-dialkylureido, N,N'-diaryl-N'-alkylureido, N,N',N'-trialkylureido, amidino, alkylamidino, arylamidino, aminothiocarbonyl,

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alkylaminothiocarbonyl, arylaminothiocarbonyl, amino, aminoalkyl, alkylaminoalkyl, dialkylaminoalkyl, arylaminoalkyl, diarylaminoalkyl, alkylarylaminominoalkyl, alkylamino, dialkylamino, haloalkylamino, arylamino, diarylamino, alkylarylaminomino, alkylcarbonylamino, alkoxycarbonylamino, aralkoxycarbonylamino, arylcarbonylamino, arylcarbonylaminoalkyl, aryloxycarbonylaminoalkyl, aryloxyarylcabonylamino, aryloxycarbonylamino, alkylsulfonylamino, arylsulfonylamino, heteroarylsulfonylamino, heterocyclisulfonylamino, heteroarylthio, azido, $-N^+R^{51}R^{52}R^{53}$, $P(R^{50})_2$, $P(=O)(R^{50})_2$, $OP(=O)(R^{50})_2$, $OP(=O)(R^{50})_2$, $-NR^{60}C(=O)R^{63}$, dialkylphosphonyl, alkylarylphosphonyl, diarylphosphonyl, hydroxyphosphonyl, alkylthio, arylthio, perfluoroalkylthio, hydroxycarbonylalkylthio, thiocyno, isothiocyno, alkylsulfinyloxy, alkylsulfonyloxy, arylsulfinyloxy, arylsulfonyloxy, hydroxysulfonyloxy, alkoxysulfonyloxy, aminosulfonyloxy, alkylaminosulfonyloxy, dialkylaminosulfonyloxy, arylaminosulfonyloxy, diarylaminosulfonyloxy, alkylarylaminosulfonyloxy, alkylsulfinyl, alkylsulfonyl, arylsulfinyl, arylsulfonyl, hydroxysulfonyl, alkoxysulfonyl, aminosulfonyl, alkylaminosulfonyl, dialkylaminosulfonyl, arylaminosulfonyl, diarylaminosulfonyl or alkylarylaminosulfonyl; or two Q^1 groups, which substitute atoms in a 1,2 or 1,3 arrangement, together form alkylenedioxy, thioalkylenoxy or alkylenedithioxy; or two Q^1 groups, which substitute the same atom, together form alkylene;

each Q^1 is independently unsubstituted or substituted with one or more substituents each independently selected from Q^2 ;

each Q^2 is independently halo, pseudohalo, hydroxy, oxo, thia, nitrile, nitro, formyl, mercapto, hydroxycarbonyl, hydroxycarbonylalkyl, alkyl, haloalkyl, polyhaloalkyl, aminoalkyl, diaminoalkyl, alkenyl containing 1 to 2 double bonds, alkynyl containing 1 to 2 triple bonds, cycloalkyl, cycloalkylalkyl, heterocyclyl, heterocyclylalkyl, aryl, heteroaryl, aralkyl, aralkenyl, aralkynyl, heteroarylalkyl, trialkylsilyl, dialkylarylsilyl, alkylarylsilyl, triarylsilyl, alkylidene, arylalkylidene, alkylcarbonyl, arylcarbonyl, heteroarylcarbonyl, alkoxycarbonyl, alkoxycarbonylalkyl, aryloxycarbonyl, aryloxycarbonylalkyl, aralkoxycarbonyl, aralkoxycarbonylalkyl, arylcarbonylalkyl, aminocarbonyl, alkylaminocarbonyl, dialkylaminocarbonyl, arylaminocarbonyl, diarylaminoalkyl, arylalkylaminocarbonyl, alkoxy, aryloxy, heteroaryloxy, heteroaralkoxy, heterocyclyloxy, cycloalkoxy, perfluoroalkoxy, alkenyloxy, alkynyloxy, aralkoxy, alkylcarbonyloxy, arylcarbonyloxy, aralkylcarbonyloxy, alkoxycarbonyloxy, aryloxycarbonyloxy, aralkoxycarbonyloxy, aminocarbonyloxy, alkylaminocarbonyloxy, dialkylaminocarbonyloxy, alkylarylaminocarbonyloxy, diarylaminoalkyl, guanidino, isothioureido, ureido, N-alkylureido, N-arylureido, N'-alkylureido, N',N'-dialkylureido, N'-alkyl-N'-arylureido, N',N'-diarylureido, N'-arylureido, N,N'-dialkylureido, N-alkyl-N'-arylureido, N-aryl-N'-alkylureido, N,N'-diarylureido, N,N',N'-trialkylureido, N,N'-dialkyl-N'-arylureido, N-alkyl-N',N'-diarylureido, N-aryl-N',N'-dialkylureido, N,N'-diaryl-N'-alkylureido, N,N',N'-trialkylureido, amidino, alkylamidino, arylamidino, aminothiocarbonyl, alkylaminothiocarbonyl, arylaminothiocarbonyl, amino, aminoalkyl, alkylaminoalkyl, dialkylaminoalkyl, arylaminoalkyl, diarylaminoalkyl, alkylarylaminominoalkyl, alkylamino, dialkylamino, haloalkylamino, arylamino, diarylamino, alkylarylaminomino, alkylcarbonylamino, alkoxycarbonylamino, aralkoxycarbonylamino, arylcarbonylamino, arylcarbonylaminoalkyl, aryloxycarbonylaminoalkyl, aryloxyarylcabonylamino, aryloxycarbonylamino, alkylsulfonylamino, arylsulfonylamino, heteroarylsulfonylamino, heterocyclisulfonylamino,

heteroarylthio, azido, $-N^+R^{51}R^{52}R^{53}$, $P(R^{50})_2$, $P(=O)(R^{50})_2$, $OP(=O)(R^{50})_2$, $OP(=O)(R^{50})_2$, $-NR^{60}C(=O)R^{63}$, dialkylphosphonyl, alkylarylphosphonyl, diarylphosphonyl, hydroxyphosphonyl, alkylthio, arylthio, perfluoroalkylthio, hydroxycarbonylalkylthio, thiocyno, isothiocyno, alkylsulfinyloxy, alkylsulfonyloxy, arylsulfinyloxy, arylsulfonyloxy, hydroxysulfonyloxy, alkoxysulfonyloxy, aminosulfonyloxy, alkylaminosulfonyloxy, dialkylaminosulfonyloxy, arylaminosulfonyloxy, diarylaminosulfonyloxy, alkylarylaminosulfonyloxy, alkylsulfinyl, alkylsulfonyl, arylsulfinyl, arylsulfonyl, hydroxysulfonyl, alkoxysulfonyl, aminosulfonyl, alkylaminosulfonyl, dialkylaminosulfonyl, arylaminosulfonyl, diarylaminosulfonyl or alkylarylaminosulfonyl; or two Q^2 groups, which substitute atoms in a 1,2 or 1,3 arrangement, together form alkylenedioxy (*i.e.*, $-O-(CH_2)_y-O-$), thioalkylenoxy (*i.e.*, $-S-(CH_2)_y-O-$) or alkylenedithioxy (*i.e.*, $-S-(CH_2)_y-S-$) where y is 1 or 2; or two Q^2 groups, which substitute the same atom, together form alkylene;

R^{50} is hydroxy, alkoxy, aralkoxy, alkyl, heteroaryl, heterocyclyl, aryl or $-NR^{70}R^{71}$, where R^{70} and R^{71} are each independently hydrogen, alkyl, aralkyl, aryl, heteroaryl, heteroaralkyl or heterocyclyl, or R^{70} and R^{71} together form alkylene, azaalkylene, oxaalkylene or thiaalkylene;

R^{51} , R^{52} and R^{53} are each independently hydrogen, alkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, heterocyclyl or heterocyclalkyl;

R^{60} is hydrogen, alkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, heterocyclyl or heterocyclalkyl; and

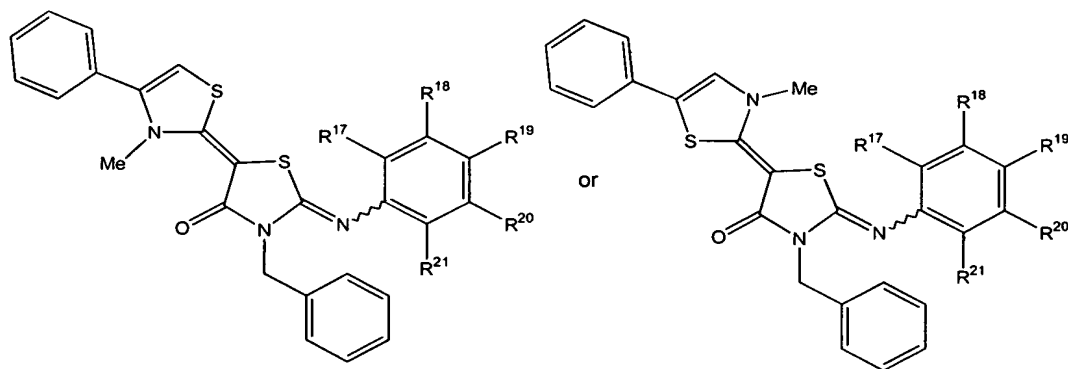
R^{63} is alkoxy, aralkoxy, alkyl, heteroaryl, heterocyclyl, aryl or $-NR^{70}R^{71}$.

60. (Original) The method of claim 59, wherein R^1 is substituted or unsubstituted alkyl.

61. (Original) The method of claim 60, wherein R^2 is substituted or unsubstituted alkyl, or substituted or unsubstituted aralkyl.

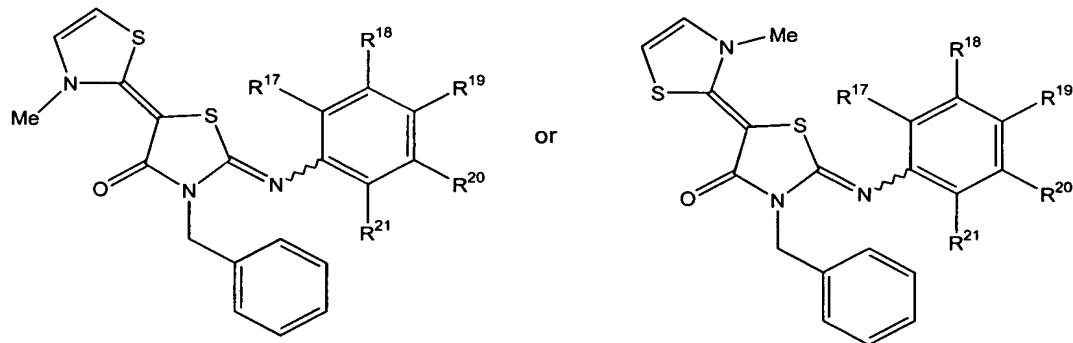
62. (Original) The method of claim 61, wherein R^3 is substituted or unsubstituted aryl, or substituted or unsubstituted heteroaryl.

63. (Currently amended) The method of claim 59, wherein the compound has formulae VI:



or a pharmaceutically acceptable derivative thereof, where R^{17} , R^{18} , R^{19} , R^{20} and R^{21} are each independently selected from hydrogen, halo, pseudohalo, hydroxyl, nitrile, nitro, formyl, mercapto, hydroxycarbonyl, hydroxycarbonylalkyl, alkyl, haloalkyl, polyhaloalkyl, aminoalkyl, diaminoalkyl, alkenyl containing 1 to 2 double bonds, alkynyl containing 1 to 2 triple bonds, cycloalkyl, cycloalkylalkyl, heterocyclyl, heterocyclalkyl, aryl, heteroaryl, aralkyl, aralkenyl, aralkynyl, heteroarylalkyl, trialkylsilyl, dialkylarylsilyl, alkyl diarylsilyl, triarylsilyl, alkylidene, arylalkylidene,

64. (Currently amended) The method of claim 59, wherein the compound has formulae VII:

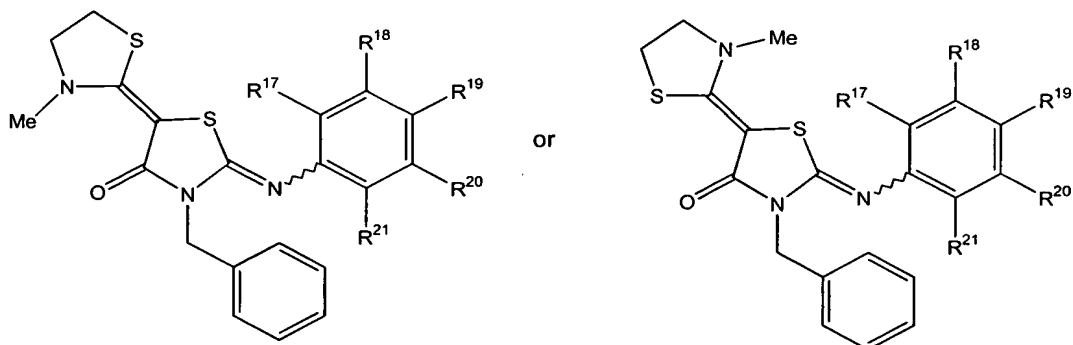


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polyhaloalkyl, aminoalkyl, diaminoalkyl, alkenyl containing 1 to 2 double bonds, alkynyl containing 1 to 2 triple bonds, cycloalkyl, cycloalkylalkyl, heterocyclyl, heterocyclylalkyl, aryl, heteroaryl, aralkyl, aralkenyl, aralkynyl, heteroarylalkyl, trialkylsilyl, dialkylarylsilyl, alkyl diarylsilyl, triarylsilyl, alkylidene, arylalkylidene, alkylcarbonyl, arylcarbonyl, heteroarylcarbonyl, alkoxycarbonyl, alkoxycarbonylalkyl, aryloxy carbonyl, aryloxy carbonylalkyl, aralkoxycarbonyl, aralkoxycarbonylalkyl, arylcarbonylalkyl, aminocarbonyl, alkylaminocarbonyl, dialkylaminocarbonyl, arylaminocarbonyl, diarylaminocarbonyl, arylalkylaminocarbonyl, alkoxy, aryloxy, heteroaryloxy, heteroaralkoxy, heterocycloxy, cycloalkoxy, perfluoroalkoxy, alkenyloxy, alkynyloxy, aralkoxy, alkylcarbonyloxy, arylcarbonyloxy, aralkylcarbonyloxy, alkoxycarbonyloxy, aryloxy carbonyloxy, aralkoxycarbonyloxy, guanidino, isothioureido, ureido, N-alkylureido, N-arylureido, N'-alkylureido, N',N'-dialkylureido, N'-alkyl-N'-arylureido, N',N'-diarylureido, N'-arylureido, N,N'-dialkylureido, N-alkyl-N'-arylureido, N-aryl-N'-alkylureido, N,N'-diarylureido, N,N',N'-trialkylureido, N,N'-dialkyl-N'-arylureido, N-alkyl-N',N'-diarylureido, N-aryl-N',N'-dialkylureido, N,N'-diaryl-N'-alkylureido, N,N',N'-triarylureido, amidino, alkylamidino, arylamidino, aminothiocabonyl, alkylaminothiocabonyl, arylaminothiocabonyl, amino, aminoalkyl, alkylaminoalkyl, dialkylaminoalkyl, arylaminoalkyl, diarylaminoalkyl, alkylarylaminominoalkyl, alkylamino, dialkylamino, haloalkylamino, arylamino, diarylamino, alkylarylaminomino, alkylcarbonylamino, alkoxycarbonylamino, aralkoxycarbonylamino, arylcarbonylamino, arylcarbonylaminoalkyl, aryloxy carbonylaminoalkyl, aryloxyarylcarbonylamino, aryloxy carbonylamino, alkylsulfonylamino, arylsulfonylamino, heteroarylsulfonylamino, heterocyclylsulfonylamino, heteroarylthio, azido, $-N^+R^{51}R^{52}R^{53}$, $P(R^{50})_2$, $P(=O)(R^{50})_2$, $OP(=O)(R^{50})_2$, $OP(=O)(R^{50})_2$, $-NR^{60}C(=O)R^{63}$, dialkylphosphonyl, alkylarylphosphonyl, diarylphosphonyl, hydroxyphosphonyl, alkylthio, arylthio, perfluoroalkylthio, hydroxycarbonylalkylthio, thiocyano, isothiocyano, alkylsulfinyloxy, alkylsulfonyloxy, arylsulfinyloxy, arylsulfonyloxy, hydroxysulfonyloxy, alkoxysulfonyloxy, aminosulfonyloxy, alkylaminosulfonyloxy, dialkylaminosulfonyloxy, arylaminosulfonyloxy, diarylaminosulfonyloxy, alkylarylaminosulfonyloxy, alkylsulfanyl, alkylsulfonyl, arylsulfanyl, arylsulfonyl, hydroxysulfonyl, alkoxysulfonyl, aminosulfonyl, alkylaminosulfonyl, dialkylaminosulfonyl, arylaminosulfonyl, diarylaminosulfonyl or alkylarylaminosulfonyl, or any two of R^{17} , R^{18} , R^{19} , R^{20} and R^{21} , which substitute adjacent carbons on the ring, together form alkylenedioxy; and the aryl and heteroaryl groups of R^{17} , R^{18} , R^{19} , R^{20} and R^{21} are unsubstituted or substituted with one or more substituents each independently selected from R^{30} , where R^{30} is alkyl, halo, pseudohalo, alkoxy, aryloxy or alkylenedioxy.

65. (Currently amended) The method of claim 59, wherein the compound has formulae VIII:

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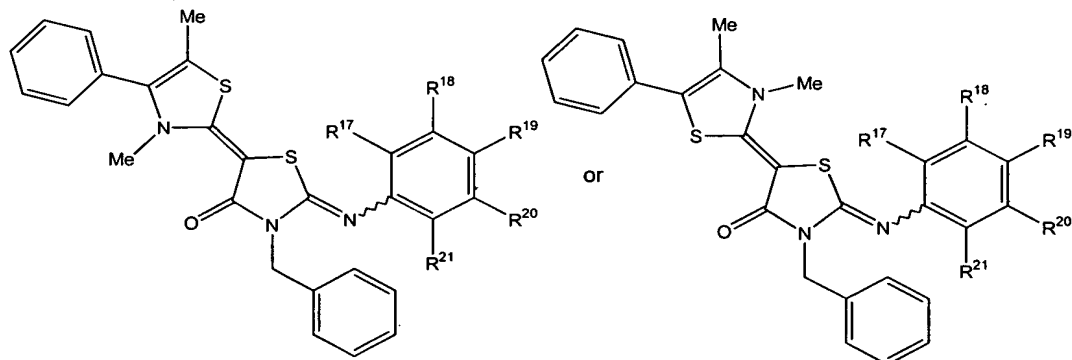


or a pharmaceutically acceptable derivative thereof, where R^{17} , R^{18} , R^{19} , R^{20} and R^{21} are each independently selected from hydrogen, halo, pseudohalo, hydroxyl, nitrile, nitro, formyl, mercapto, hydroxycarbonyl, hydroxycarbonylalkyl, alkyl, haloalkyl, polyhaloalkyl, aminoalkyl, diaminoalkyl, alkenyl containing 1 to 2 double bonds, alkynyl containing 1 to 2 triple bonds, cycloalkyl, cycloalkylalkyl, heterocyclyl, heterocyclylalkyl, aryl, heteroaryl, aralkyl, aralkenyl, aralkynyl, heteroarylalkyl, trialkylsilyl, dialkylarylsilyl, alkyl diarylsilyl, triarylsilyl, alkylidene, arylalkylidene, alkylcarbonyl, arylcarbonyl, heteroarylcarbonyl, alkoxycarbonyl, alkoxycarbonylalkyl, aryloxy carbonyl, aryloxy carbonylalkyl, aralkoxycarbonyl, aralkoxycarbonylalkyl, arylcarbonylalkyl, aminocarbonyl, alkylaminocarbonyl, dialkylaminocarbonyl, arylaminocarbonyl, diarylaminocarbonyl, arylalkylaminocarbonyl, alkoxy, aryloxy, heteroaryloxy, heteroaralkoxy, heterocycloxy, cycloalkoxy, perfluoroalkoxy, alkenyloxy, alkynyloxy, aralkoxy, alkylcarbonyloxy, arylcarbonyloxy, aralkylcarbonyloxy, alkoxycarbonyloxy, aryloxy carbonyloxy, aralkoxycarbonyloxy, guanidino, isothioureido, ureido, N-alkylureido, N-arylureido, N'-alkylureido, N',N'-dialkylureido, N'-alkyl-N'-arylureido, N',N'-diarylureido, N'-arylureido, N,N'-dialkylureido, N-alkyl-N'-arylureido, N-aryl-N'-alkylureido, N,N'-diarylureido, N,N',N'-trialkylureido, N,N'-dialkyl-N'-arylureido, N-alkyl-N',N'-diarylureido, N-aryl-N',N'-dialkylureido, N,N'-diaryl-N'-alkylureido, N,N',N'-triarylureido, amidino, alkylamidino, arylamidino, aminothiocabonyl, alkylaminothiocabonyl, arylaminothiocabonyl, amino, aminoalkyl, alkylaminoalkyl, dialkylaminoalkyl, arylaminoalkyl, diarylaminoalkyl, alkylarylaminominoalkyl, alkylamino, dialkylamino, haloalkylamino, arylamino, diarylamino, alkylarylaminomino, alkylcarbonylamino, alkoxycarbonylamino, aralkoxycarbonylamino, arylcarbonylamino, arylcarbonylaminoalkyl, aryloxy carbonylaminoalkyl, aryloxy arylcarbonylamino, aryloxy carbonylamino, alkylsulfonylamino, arylsulfonylamino, heteroarylsulfonylamino, heterocyclylsulfonylamino, heteroarylthio, azido, $-N^+R^{51}R^{52}R^{53}$, $P(R^{50})_2$, $P(=O)(R^{50})_2$, $OP(=O)(R^{50})_2$, $OP(=O)(R^{50})_2$, $-NR^{60}C(=O)R^{63}$, dialkylphosphonyl, alkylarylphosphonyl, diarylphosphonyl, hydroxyphosphonyl, alkylthio, arylthio, perfluoroalkylthio, hydroxycarbonylalkylthio, thiocyno, isothiocyno, alkylsulfinyloxy, alkylsulfonyloxy, arylsulfinyloxy, arylsulfonyloxy, hydroxysulfonyloxy, alkoxysulfonyloxy, aminosulfonyloxy, alkylaminosulfonyloxy, dialkylaminosulfonyloxy, arylaminosulfonyloxy, diarylaminosulfonyloxy, alkylarylaminosulfonyloxy, alkylsulfinyl, alkylsulfonyl, arylsulfinyl, arylsulfonyl, hydroxysulfonyl, alkoxysulfonyl, aminosulfonyl, alkylaminosulfonyl, dialkylaminosulfonyl, arylaminosulfonyl, diarylaminosulfonyl or alkylarylaminosulfonyl, or any two of R^{17} , R^{18} , R^{19} , R^{20} and R^{21} , which substitute adjacent carbons on the ring, together form alkylenedioxy; and

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the aryl and heteroaryl groups of R¹⁷, R¹⁸, R¹⁹, R²⁰ and R²¹ are unsubstituted or substituted with one or more substituents each independently selected from R³⁰, where R³⁰ is alkyl, halo, pseudohalo, alkoxy, aryloxy or alkylenedioxy.

66. (Currently amended) The method of claim 59, wherein the compound has formulae IX:



or a pharmaceutically acceptable derivative thereof, where R¹⁷, R¹⁸, R¹⁹, R²⁰ and R²¹ are each independently selected from hydrogen, halo, pseudohalo, hydroxyl, nitrile, nitro, formyl, mercapto, hydroxycarbonyl, hydroxycarbonylalkyl, alkyl, haloalkyl, polyhaloalkyl, aminoalkyl, diaminoalkyl, alkenyl containing 1 to 2 double bonds, alkynyl containing 1 to 2 triple bonds, cycloalkyl, cycloalkylalkyl, heterocyclyl, heterocyclylalkyl, aryl, heteroaryl, aralkyl, aralkenyl, aralkynyl, heteroarylalkyl, trialkylsilyl, dialkylarylsilyl, alkyl diarylsilyl, triarylsilyl, alkylidene, arylalkylidene, alkylcarbonyl, arylcarbonyl, heteroarylcarbonyl, alkoxy carbonyl, alkoxy carbonylalkyl, aryloxy carbonyl, aryloxy carbonylalkyl, aralkoxy carbonyl, aralkoxy carbonylalkyl, arylcarbonylalkyl, aminocarbonyl, alkylaminocarbonyl, dialkylaminocarbonyl, arylaminocarbonyl, diarylaminocarbonyl, arylalkylaminocarbonyl, alkoxy, aryloxy, heteroaryloxy, heteroaralkoxy, heterocyclyloxy, cycloalkoxy, perfluoroalkoxy, alkenyloxy, alkynyloxy, aralkoxy, alkylcarbonyloxy, arylcarbonyloxy, aralkylcarbonyloxy, alkoxy carbonyloxy, aryloxy carbonyloxy, aralkoxy carbonyloxy, guanidino, isothioureido, ureido, N-alkylureido, N-aryureido, N'-alkylureido, N',N'-dialkylureido, N'-alkyl-N'-aryureido, N',N'-diaryureido, N'-aryureido, N,N'-dialkylureido, N-alkyl-N'-aryureido, N-aryl-N'-alkylureido, N,N'-diaryureido, N,N',N'-trialkylureido, N,N'-dialkyl-N'-aryureido, N-alkyl-N',N'-diaryureido, N-aryl-N',N'-dialkylureido, N,N'-diaryl-N'-alkylureido, N,N',N'-triaryureido, amidino, alkylamidino, arylamidino, aminothiocarbonyl, alkylaminothiocarbonyl, arylaminothiocarbonyl, amino, aminoalkyl, alkylaminoalkyl, dialkylaminoalkyl, arylaminoalkyl, diarylaminoalkyl, alkylarylaminominoalkyl, alkylamino, dialkylamino, haloalkylamino, arylamino, diarylamino, alkylarylaminomino, alkylcarbonylamino, alkoxy carbonylamino, aralkoxy carbonylamino, arylcarbonylamino, arylcarbonylaminoalkyl, aryloxy carbonylaminoalkyl, aryloxy arylcarbonylamino, aryloxy carbonylamino, alkylsulfonylamino, arylsulfonylamino, heteroarylsulfonylamino, heterocyclylsulfonylamino, heteroarylthio, azido, -N⁺R⁵¹R⁵²R⁵³, P(R⁵⁰)₂, P(=O)(R⁵⁰)₂, OP(=O)(R⁵⁰)₂, OP(=O)(R⁵⁰)₂, -NR⁶⁰C(=O)R⁶³, dialkylphosphonyl, alkylarylphosphonyl, diarylphosphonyl, hydroxyphosphonyl, alkylthio, arylthio, perfluoroalkylthio, hydroxycarbonylalkylthio, thiocyno, isothiocyano, alkylsulfinyloxy, alkylsulfonyloxy, arylsulfinyloxy, arylsulfonyloxy, hydroxysulfonyloxy, alkoxy sulfonyloxy, aminosulfonyloxy, alkylaminosulfonyloxy, dialkylaminosulfonyloxy, arylaminosulfonyloxy, diarylaminosulfonyloxy, alkylarylaminosulfonyloxy,

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alkylsulfinyl, alkylsulfonyl, arylsulfinyl, arylsulfonyl, hydroxysulfonyl, alkoxysulfonyl, aminosulfonyl, alkylaminosulfonyl, dialkylaminosulfonyl, arylaminosulfonyl, diarylamino sulfonyl or alkylarylaminosulfonyl, or any two of R^{17} , R^{18} , R^{19} , R^{20} and R^{21} , which substitute adjacent carbons on the ring, together form alkylenedioxy; and the aryl and heteroaryl groups of R^{17} , R^{18} , R^{19} , R^{20} and R^{21} are unsubstituted or substituted with one or more substituents each independently selected from R^{30} , where R^{30} is alkyl, halo, pseudohalo, alkoxy, aryloxy or alkylenedioxy.